Company No. 08015198

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

National Union of Students (United Kingdom)

Articles of Association

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OBJECTS AND POWERS

1. **Mission**

NUS's mission is to promote, defend and extend the rights of students.

2. **Objects**

2.1 The primary objects of NUS are:

2.1.1 To represent students and apprentices of the United Kingdom locally, nationally and internationally;

2.1.2 To promote and maintain the educational, social, cultural and general interests of students;

2.1.3 To arrange services, goods, facilities and other benefits for members of NUS, for persons and organisations associated with NUS, and for other students and their organisations;

2.1.4 To promote the views of students on problems in the educational system as a whole;

2.1.5 To promote the interests of students in economic, social, youth and mature issues which have a direct effect on education or upon the status and welfare of students within society;

2.1.6 To promote the views of students upon those issues which have a direct bearing on the education and social rights of students of any country;

2.1.7 To maintain and promote co-operation with students and student organisations of other countries;

2.1.8 To discuss, comment and act upon current affairs which are of interest or importance to students;

2.1.9 To support causes which, in the opinion of NUS's democratic spaces , merits the support of students in general;

2.1.10 To support prospective, current and past students in seeking gainful employment; and

2.1.11 To act as a channel of communication between members and external bodies.

2.2 The secondary objects of NUS are to:

2.2.1 Discuss, act upon and promote awareness of all of its primary objects in their full economic and social context;

2.2.2 Promote its primary objects as an organised student group and in liaison and cooperation with other organised groups in society; and

2.2.3 Do anything helpful to its primary objects.

3. **Powers**

3.1 NUS has the power to do all lawful things intended to further its objects.

3.2 Without limitation, it may borrow or raise or secure the payment of money for any purpose including for the purposes of investment or of raising funds.

4. In pursuance of these objects and in accordance with legislation, NUS will not tolerate, and shall seek to eradicate, discrimination on the basis of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, creed or gender identity, and will be independent of any party political organisation or religious body, but positive action in favour of any disadvantaged section of society shall be allowed.

5. In pursuance of NUS's objects, any individuals or members of organisations or groups identified by the relevant procedures committee or returning officer as holding racist or fascist views shall not be allowed to stand for election to any NUS office, or go to, speak or take part in its democratic spaces, meetings or any other NUS events, and Officers, committee members and Directors shall not share a public platform with an individual or member of an organisation or group known to hold racist or fascist views. Procedures that achieve this will be further defined in the Rules.

Equal Opportunities

6. In pursuance of these objects and in accordance with the Equality Act 2010, NUS will not tolerate, and shall seek to eradicate, discrimination on the basis of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, creed or gender identity, and will be independent of any party political organisation or religious body, but positive action in favour of any disadvantaged section of society shall be allowed.

LIMITATION ON PRIVATE BENEFITS

7. **Limitation on private benefits**

7.1 Subject to the Articles, the income and property of NUS shall be applied solely towards the promotion of its objects.

Permitted benefits to members

7.2 Subject to Article 62, no part of the income and property of NUS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of NUS. This shall not prevent any payment in good faith by NUS of:

7.2.1 reasonable and proper remuneration to any member for any goods or services supplied to NUS (including services performed by the member under a contract of employment with NUS), provided that if such member is a Director Articles 7.3 to 7.5 shall apply;

7.2.2 interest at a reasonable and proper rate on money lent by any member to NUS;

7.2.3 any reasonable and proper rent (or other payment) for premises let (or otherwise made available) by any member to NUS;

7.2.4 at the discretion of the Directors, repayment of all or a portion of any subscription money or similar fee paid by that member in the preceding year; and

7.2.5 any payments to a member who is also a Director which are permitted under Articles 7.3 to 7.5.

Permitted benefits to Directors and Connected persons

7.3 No Director may:

7.3.1 sell goods, services or any interest in land to NUS;

7.3.2 receive any remuneration from NUS; or

7.3.3 receive any other financial benefit from NUS;

unless the payment is permitted by Articles 7.4 or 7.5.

7.4 A Director may receive the following benefits from NUS:

7.4.1 a Director or person Connected to a Director may be reimbursed by NUS for, or may pay out of NUS's property, reasonable expenses properly incurred by them when acting on behalf of NUS;

7.4.2 a Director or person Connected to a Director may be paid reasonable and proper remuneration by NUS for any goods or services supplied to NUS (including services performed by the Director or Connected person under a contract of employment with NUS);

7.4.3 a Director or person Connected to a Director may receive interest at a reasonable and proper rate on money lent to NUS;

7.4.4 a Director or person Connected to a Director may receive reasonable and proper rent (or other payment) for premises let (or otherwise made available) to NUS;

7.4.5 NUS may pay reasonable and proper premiums in respect of indemnity insurance obtained pursuant to these Articles; and

7.4.6 a Director or other officer of NUS may receive payment under an indemnity from NUS in accordance with the indemnity provisions set out at Article 9;

provided that where benefits are conferred under Article 7.4, Article 45 (conflicts of interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit.

Subsidiary Companies

7.5 A Director may receive benefits from any Subsidiary Company with the prior approval of the Directors subject to any limitation in the constitution of that Subsidiary Company, provided that the affected Director may not take part in any decision of the Directors to approve a specific benefit to that Director or a person Connected to them.

LIMITATION OF LIABILITY AND INDEMNITY

8. **Liability of members**

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

8.1.1 payment of NUS's debts and liabilities contracted before they ceased to be a member;

8.1.2 payment of the costs, charges and expenses of winding up; and

8.1.3 adjustment of the rights of the contributories among themselves.

9. **Indemnity**

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of NUS shall be indemnified out of the assets of NUS 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 NUS may be indemnified out of the assets of NUS in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

Interpretation

10. These Articles (including any defined terms) are to be interpreted by reference to the Schedule at the end of the Articles.

Section II: Membership and Democracy

Student Voice

11. There will be a number of democratic spaces which provide the principal forum for the development of Policy and the expression of the democratic voice of Students.

11.1 Specifically, there will be:

11.1.1 NUS England, a democratic space made up of representatives from English Members;

11.1.2 NUS Scotland, a democratic space made up of representatives from Scottish Members;

11.1.3 NUS Cymru, a democratic space made up of representatives from Welsh Members; and

11.1.4 NUS-USI, a democratic space made up of representatives from NUS-USI Members.

11.1.5 The Liberation Collective, a democratic space made up of Students in the Liberation Caucuses.

11.2 Student Voice, through its democratic spaces will provide a forum for attendees to express democratic views through the following means:

11.2.1 Voting on matters of Policy; and

11.2.2 Engaging in elections of Officers and in respect of other roles in accordance with these Articles and the Rules.

11.3 All representatives must be Students at the time of their participation in a democratic space.

11.4 Other than to the Liberation Collective, all representatives must have been appointed in accordance with an appointment process as determined by the member that they are representing.

11.5 Student Voice procedures under this Article 11 (including in relation to numbers of representatives) shall be conducted in accordance with a timetable and process:

11.5.1 Set out in the Rules; and

11.5.2 (Subject to Articles 11.5.1 and 35.2.4) determined by the DPC.

11.5.3 The Directors may make arrangements for remote and digital participation within NUS Student Voice and its democratic spaces.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

12. **Becoming a member**

12.1 The members of NUS are:

12.1.1 The existing members of NUS, at the date on which these revised Articles come into effect; and

12.1.2 Any other organisations or individuals who become members in accordance with these Articles;

in each case, unless and until they cease to be members.

12.2 The Directors may prescribe criteria for membership from time to time. However, they are not obliged to accept organisations or individuals fulfilling those criteria as members.

12.3 Subject to Article 12.1.1 no organisation or individual may become a member of NUS unless:

12.3.1 they have applied for membership in a manner approved by the Directors; and

12.3.2 the Directors have approved the application.

12.3.3 The Directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

Unincorporated organisations

12.4 An unincorporated organisation may appoint an individual to be a member on its behalf. To do this it must notify NUS in writing of this individual's name and may, subject to the Directors' right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Directors. The membership rights may be exercised by the nominated representative or by the organisation which they represent.

Incorporated Members

12.5 An organisation admitted to membership which is an incorporated body (an "Incorporated Member") may by resolution of its directors or other governing body (or otherwise in accordance with its governing documents) authorise a person or persons to act as its authorised representative or representatives at any meeting of NUS. Evidence of the appointment of the representative must be provided in the form of:

12.5.1 an original or certified copy of the resolution of the directors or other governing body of the Incorporated Member;

12.5.2 a letter confirming the appointment of the representative on the letterhead of the Incorporated Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or

12.5.3 such other form as the Directors may reasonably require.

12.6 A person authorised under Article 12.5 may exercise (on behalf of the Incorporated Member) the same powers as the Incorporated Member could exercise if it were an individual member.

Subscriptions

12.7 The Directors may at their discretion levy subscriptions (including affiliation fees) on members of NUS at such rate or rates as they shall decide.

13. **Termination of membership**

13.1 Subject to Article 12.4, membership is not transferable.

13.2 A member shall cease to be a member:

13.2.1 if (being an individual) they die;

13.2.2 if the member is acting on behalf of an unincorporated organisation under Article 12.4 and the unincorporated organisation ceases to exist (or if the Directors, acting reasonably, believe that this is the case);

13.2.3 if the member, being an Incorporated Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

13.2.4 if they give written notice to the Directors before 1 July in the year in which they wish to withdraw from membership, this notice to take effect on 31 December of that year;

13.2.5 if any subscription or other sum payable by the member to NUS is not paid on the due date and remains unpaid seven days after notice served on the member by NUS informing them that they will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on them paying such reasonable sum as the Directors may determine;

13.2.6 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of NUS. Such a resolution may 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 Directors. A member expelled by such a resolution shall nevertheless remain liable to pay to NUS any subscription or other sum owed by them; or

13.2.7 if a resolution is passed at a quorate meeting of the members, resolving that the member be expelled.

13.3 The Directors may suspend the rights of a member (including to participate and vote in meetings) if they reasonably consider that the member has violated the Code of Conduct or similar policies in place from time to time.

14. **Categories of membership**

14.1 Subject to Article 14.2, the Directors may establish such different categories of membership as they think fit. The Directors may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

14.2 The Directors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

15. **Associate members**

15.1 The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription and/or the right to participate in Student Voice activities in a particular manner) as they think fit.

15.2 The Directors may admit and remove such associate members and specify such rights and obligations in accordance with Regulations, or Rules made under Article 53.3.

15.3 No associate members shall be members of NUS for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

16. **General meetings**

16.1 The Directors may call a general meeting at any time.

16.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

16.3 The Directors must convene an annual general meeting at least once in every 12-month period running from 1 July to 30 June (the "Annual General Meeting").

16.3.1 The purpose of the Annual General Meeting shall include:

(a) receiving a report from the Board on NUS's governance, strategy and finances;

(b) receiving and discussing the annual accounts and directors' report for NUS;

(c) enabling members to question the Board on NUS's activities, finances, risks

(d) and performance;

(e) receiving an update on NUS's membership, democratic structures and

(f) member engagement; and

(g) considering any resolutions or business properly brought before the meeting in accordance with the Articles of Association, the Companies Act 2006, and any applicable Rules or Regulations of NUS.

16.3.2 The Annual General Meeting shall relate to NUS only and shall not be treated as a meeting of, or substituted by, a meeting of any other NUS group entity, subsidiary, charity, trading company, affiliated body, conference, campaign event or democratic space, unless the notice of meeting expressly states that it is also the Annual General Meeting of National Union of Students (United Kingdom), company number 08015198.

16.3.3 The Directors shall publish the date, notice, agenda, papers and joining arrangements for each Annual General Meeting in sufficient time to allow members to participate effectively, and in any event no later than 14 Clear Days before the meeting.

16.3.4 The Directors shall publish to members, within 14 days after each Annual General Meeting: the minutes of the meeting; the text of all resolutions proposed; the outcome of each vote; any Board report or financial report presented to the meeting; and a written response to any resolution passed by members, including the steps the Board intends to take to implement or respond to that resolution

17. **Length of notice**

17.1 All general meetings must be called by either:

17.1.1 at least 14 Clear Days' notice; or

17.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

18. **Contents of notice**

18.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

18.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

18.3 In every notice calling a meeting of NUS there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a meeting of NUS.

19. **Service of notice**

Notice of general meetings must be given to every member, to the Directors and to the auditors of NUS.

20. **Attendance and speaking at general meetings**

20.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

20.2 A person is able to exercise the right to vote at a general meeting when:

20.2.1 that person is able to vote on any resolutions put to the vote at the meeting; and

20.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

20.3 The Directors may make whatever lawful arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

20.4 When the Directors have made arrangements to facilitate Remote Attendance:

20.4.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:

(a) a person attending a general meeting by Remote Attendance in accordance with any arrangements specified by the Directors shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and

(b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;

20.4.2 the Directors must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;

20.4.3 the arrangements must specify:

(a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;

(b) how those attending by Remote Attendance may vote;

20.4.4 Insofar as not disapplied by any arrangements made under Article 20.3:

(a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Directors, who must give the members as much notice as practicable of the change;

(b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;

(c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by NUS) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

20.5 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same physical location as each other.

20.6 Two or more persons who are not in the same physical location as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

21. Quorum for general meetings

21.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

21.2 The quorum shall be 10% of the total membership (represented in person, via authorised representative in the case of Incorporated Members or by proxy).

21.3 If two or more persons are authorised representatives of the same Incorporated Member they shall together count as one person for the purposes of Article 21.2.

21.4 If a quorum is not present within half an hour from the time appointed for the meeting:

21.4.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as they think fit; and

21.4.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

22. Chairing general meetings

22.1 The Chair (if any) or in their absence some other Director nominated by the Directors shall preside as chair of every general meeting.

22.2 If neither the Chair nor any Director nominated in accordance with Article 22.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, they shall be chair of the meeting.

22.3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via authorised representative if an Incorporated Member, or by proxy and entitled to vote must choose one of the members or authorised representatives of Incorporated Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 22.3.

23. Attendance and speaking by Directors and non-members

23.1 Directors may attend and speak at general meetings.

23.2 The chair of the meeting may permit other persons who are not members of NUS (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

24. **Adjournment**

24.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

24.1.1 the meeting consents to an adjournment; or

24.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

24.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

24.3 When adjourning a general meeting, the chair of the meeting must:

24.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

24.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

24.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, NUS must give at least 7 Clear Days' notice of it:

24.4.1 to the same persons to whom notice of NUS's general meetings is required to be given; and

24.4.2 containing the same information which such notice is required to contain.

24.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

25. **Voting: general**

25.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

25.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

25.2.1 has or has not been passed; or

25.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 59 is also conclusive evidence of that fact without such proof.

26. **Votes**

Votes on a show of hands

26.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

26.1.1 each member present in person; and

26.1.2 (subject to Article 31.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

26.1.3 each authorised representative of an Incorporated Member present;

provided that if a person attending the meeting falls within two or more of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

26.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

26.2.1 every member present in person;

26.2.2 every member present by proxy (subject to Article 31.3); and

26.2.3 every authorised representative of an Incorporated Member (subject to Article 26.3) present.

26.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of an Incorporated Member purports to vote on behalf of the same Incorporated Member:

26.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

26.3.2 if they purport to vote in different ways they are treated as not having voted.

General

26.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote they may have.

27. **Errors and disputes**

27.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

27.2 Any such objection must be referred to the chair of the meeting whose decision is final.

28. **Poll votes**

28.1 A poll on a resolution may be demanded:

28.1.1 in advance of the general meeting where it is to be put to the vote; or

28.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

28.2 A poll may be demanded by:

28.2.1 the chair of the meeting;

28.2.2 the Directors;

28.2.3 two or more persons having the right to vote on the resolution;

28.2.4 any person, who, by virtue of being appointed proxy or authorised representative of a Incorporated Member for one or more members having the right to vote on the resolution, holds two or more votes; or

28.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

28.3 A demand for a poll may be withdrawn if:

28.3.1 the poll has not yet been taken; and

28.3.2 the chair of the meeting consents to the withdrawal.

29. **Procedure on a poll**

29.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

29.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

29.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

29.4 A poll on:

29.4.1 the election of the chair of the meeting; or

29.4.2 a question of adjournment;

must be taken immediately.

29.5 Other polls must be taken within 30 days of their being demanded.

29.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

29.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

29.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

30. **Proxies**

Power to appoint

30.1 A member (including an Incorporated Member) is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of NUS. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

30.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

30.2.1 states the name and address of the member appointing the proxy;

30.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

30.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

30.2.4 is delivered to NUS in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

30.3 NUS may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

30.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

30.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

30.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

30.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

31. **Delivery of Proxy Notices**

31.1 The Proxy Notification Address in relation to any general meeting is:

31.1.1 any Address or Addresses specified by NUS as an Address at which NUS or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

31.1.2 any electronic Address falling within the scope of Article 31.2.

31.2 If NUS gives an electronic Address:

31.2.1 in a notice calling a meeting;

31.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

31.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 31.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

31.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a Incorporated Member) remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to NUS by or on behalf of that person (or the Incorporated Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

31.4 Subject to Articles 31.5 and 31.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

31.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

31.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

31.6.1 received in accordance with Article 31.4; or

31.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

31.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 31.

Revocation

31.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

31.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

31.9.1 the start of the meeting or adjourned meeting to which it relates; or

31.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

31.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

32. **Amendments to resolutions**

32.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

32.1.1 notice of the proposed amendment is given to NUS in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

32.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

32.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

32.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

32.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

32.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair’s error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

33. **Written resolutions**

The members may pass written resolutions in accordance with the Companies Acts.

SECTION III: THE DIRECTORS AND OFFICERS

OFFICERS

34. **Election of Officers**

34.1 The Officers are elected within Student Voice and its democratic spaces in accordance with the following table:

NUS England President, Vice President Higher Education, and Vice President Further Education	NUS England
NUS Scotland President	NUS Scotland
NUS CymruPresident	NUS Cymru
NUS-USI President	NUS-USI
Vice President Liberation & Equality	Liberation Collective
Up to seven other Officer roles (as proposed and approved at one of the democratic spaces and approved at a Members Meeting)	Where such posts have been approved, a process for their election is as determined in the Rules (or in the absence of Rules, as determined by the Directors)

34.2 Individuals must become and remain employed by NUS or a Subsidiary Company or affiliate (in accordance with terms and conditions approved by the Directors or by someone nominated by them) in order to become Officers.

34.3 Subject to Article 34.2 and 34.5, the Officers will serve from:

34.3.1 The later of:

(a) 1 July following their appointment by a democratic space as set out in Article 11; and

(b) them becoming employed by NUS in accordance with Article 34.2;

34.3.2 Until 30 June two years later.

34.4 Additionally:

34.4.1 Individuals must be Students at the time of their election; and

34.4.2 No individual may stand for election as an Officer if they have already served as an Officer.

34.5 Officers may be removed from their position as Officers if two-thirds of those casting votes at a meeting of the relevant democratic space determine that they have no confidence in that person's ability to fulfil the role. If this occurs the Directors may appoint an individual to fill the post on an interim basis until the position is filled.

35. **Other bodies**

35.1 ***Executive***

There shall be an Executive which is made up of all of the Officers from time to time. It may appoint and remove an Officer Executive Lead from time to time, and will be charged by the Directors with:

35.1.1 Drafting a plan from time to time which sets out the political campaigning priorities of NUS, as directed by Policy originating from the democratic spaces and officers' manifesto pledges, which may be approved by (and then its implementation overseen by) the Directors;

35.1.2 Collaborating on and agreeing matters of Policy which they consider to have UK-wide effects in consultation with representatives from the democratic spaces;

35.1.3 Agreeing a protocol for their collaboration on UK-wide Policy, which may be approved by (and its implementation overseen by) the Directors; and

35.1.4 Agreeing urgent Policy in between meetings of the democratic spaces, with such consultation with representatives from the relevant democratic spaces as they consider reasonably practicable.

35.2 ***DPC***

35.2.1 The DPC shall be responsible for running Student Voice and its democratic spaces, and in doing so is responsible for the implementation of the Rules, and shall have power to govern and interpret all matters relating to those Rules (unless the Articles or Rules prescribe otherwise).

35.2.2 In the normal course of business the DPC will be made up of:

(a) Up to ten individuals (who are Students at the time of election), being:

(i) One individual appointed by each of the five democratic spaces (NUS England, NUS Cymru, NUS Scotland, NUS-USI and the Liberation Collective) in each odd-numbered year; and

(ii) One individual appointed by each of the five democratic spaces in each even-numbered year.

(b) Subject to their resignation or removal (in accordance with Rules made under Article 53.3), these individuals will serve for terms of approximately two years. For consistency, the Directors may provide a date in each year at which new appointees commence their term of office, and those who have served for approximately two years end their term of office. Subject to sub-clause (c), no individual may serve on the DPC in accordance with this Article 35.2.2(b) for more than two terms (consecutively or non-consecutively);

(c) Where a democratic space has appointed an individual to the DPC and that individual has ceased to hold office before the end of their term, that democratic space may appoint another individual to serve the rest of that term. Time spent filling such a casual vacancy will not count towards the term limit in sub-clause (b).

(d) An Officer appointed and removed by the Executive from time to time; and

(e) Additional non-voting members which it chooses to co-opt from time to time (by majority vote) that shall not usually be Students. Members co-opted under this sub-paragraph shall serve terms of two years but may be reappointed by the other members of the DPC.

35.2.3 The DPC may appoint or remove a chairperson from time to time from among its number.

35.2.4 Notwithstanding the other provisions of these Articles, the Directors may by resolution overrule a decision of the DPC.

35.2.5 The Rules may specify further processes for the resignation, removal and/or replacement of members of the DPC.

35.3 ***Returning Officer***

35.3.1 There shall be a Returning Officer, who is charged with interpreting the Articles, Rules and Regulations on all matters relating to elections In the Articles and Rules.

35.3.2 The Returning Officer shall be appointed by the Directors. They will cease to hold office if:

(a) a resolution is passed by the Directors removing them from office;

(b) the Directors have appointed them with a fixed term of office and that term has expired (and not been renewed);

(c) they resign, by notice to the Directors in Writing, in accordance with the terms of that notice; or

(d) a resolution is passed at a general meeting of NUS that they are removed from office, provided the meeting has invited their views and considered the matter in the light of such views.

35.3.3 The Returning Officer shall appoint deputies – known as Deputy Returning Officers – to form a group to assist in their work. Deputy Returning Officers shall not be Students.

35.3.4 If there is a vacancy in the office of Returning Officer, a new Returning Officer appointed in accordance with these Articles may begin their term of office with immediate effect.

DIRECTORS' POWERS AND RESPONSIBILITIES

36. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of NUS's business, for which purpose they may exercise all the powers of NUS.

37. **Members' reserve power**

37.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

37.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

DECISION-MAKING BY DIRECTORS

38. **Directors to take decisions collectively**

38.1 Any decision of the Directors must be either:

38.1.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 43); or

38.1.2 a decision taken in accordance with Article 44.

39. **Calling a Directors' meeting**

39.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

39.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

39.2.1 all the Directors agree; or

39.2.2 urgent circumstances require shorter notice.

39.3 In deciding on the date and time of any Directors' meeting, the Directors calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.

39.4 Notice of Directors' meetings must be given to each Director.

39.5 Every notice calling a Directors' meeting must specify:

39.5.1 the place, day and time of the meeting;

39.5.2 the general nature of the business to be considered at such meeting; and

39.5.3 if it is anticipated that Directors 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.

39.6 Notice of Directors' meetings need not be in Writing.

39.7 Article 55 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

40. **Participation in Directors' meetings**

40.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' 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 Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

40.3 If all the Directors 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 Directors' meetings**

41.1 At a Directors' 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 Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors, whichever is the greater.

41.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

41.3.1 to appoint further Directors; or

41.3.2 to call a general meeting so as to enable the members to appoint further Directors.

42. **Chairing of Directors' meetings**

42.1 The Directors may appoint one of the Officers to be Chair of the Directors from time to time, and may remove or replace any such appointee as Chair.

42.2 The Chair, or in the Chair's absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

42.3 The Directors may also appoint and remove a Deputy Chair from among the Directors from time to time.

43. **Casting vote**

43.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote they may have.

43.2 Article 43.1 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. **Decisions without a meeting**

44.1 A decision is taken in accordance with this Article 44 when at least 75% of the Directors indicate to each other by any means that they share a common view on a matter.

44.2 A decision which is made in accordance with this Article 44 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided:

44.2.1 the Chair or Secretary or any other person authorised by the Directors to put the proposed decision to the Directors (the "Facilitator") has taken reasonable steps to notify all Directors of the proposed decision and the timeframe for them to respond; and

44.2.2 at least 75% of the Directors have indicated to the Facilitator that they approve the proposed decision within the prescribed time.

44.3 Following receipt of responses from the required majority of the Directors, the Facilitator must communicate to all of the Directors (by any means) whether the decision has been formally approved by the Directors in accordance with this Article 44.

45. **Director interests and management of conflicts of interest**

Declaration of interests

45.1 Unless Article 45.2 applies, a Director 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 NUS; and

45.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of NUS or their duties to NUS.

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

Participation in decision-making

45.3 If a Director'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 NUS, 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 Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.

45.4 If a Director'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 NUS, 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 Director or any person who is Connected with them receiving a benefit other than:

(a) the payment of premiums in respect of indemnity insurance effected in accordance with the Articles;

(b) payment under the indemnity set out at Article 9; and

(c) reimbursement of expenses in accordance with Article 7.4.1; or

45.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary,

in which case they must comply with Article 45.5.

45.5 If a Director 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 Directors 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 NUS

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

45.6.1 the Director shall not be in breach of their duties to NUS by withholding confidential information from NUS 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 Director shall not be accountable to NUS for any benefit expressly permitted under these Articles which they or any person Connected with them derives from any matter or from any office, employment or position.

46. **Validity of Director actions**

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

DELEGATION

47. **Directors may delegate**

47.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee. Without prejudice to the generality of this clause, the committees created by the Directors shall include an Anti-Racism Anti-Fascism Committee (ARAF).

47.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of NUS to any person or committee.

47.3 Any delegation by the Directors may be:

47.3.1 by such means;

47.3.2 to such an extent;

47.3.3 in relation to such matters or territories; and

47.3.4 on such terms and conditions;

as they think fit.

47.4 The Directors 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.

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

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

48. **Committees**

48.1 In the case of delegation to committees:

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

48.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;

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

48.1.4 the Directors may make such Regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

48.1.5 no committee shall knowingly incur expenditure or liability on behalf of NUS except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

48.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any Regulations made by the Directors.

49. **Delegation of day to day management powers**

49.1 In the case of delegation of the day to day management of NUS to a chief executive or other manager or managers:

49.1.1 the delegated power shall be to manage NUS by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

49.1.2 the Directors shall provide any manager with a description of their role and the extent of their authority; and

49.1.3 any manager must report regularly to the Directors on the activities undertaken in managing NUS and provide them regularly with management accounts which are sufficient to explain the financial position of NUS.

50. **Delegation of investment management**

50.1 The Directors may delegate the management of investments to a Financial Expert or Financial Experts provided that:

50.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Directors;

50.1.2 timely reports of all transactions are provided to the Directors;

50.1.3 the performance of the investments is reviewed regularly with the Directors;

50.1.4 the Directors are entitled to cancel the delegation arrangement at any time;

50.1.5 the investment policy and the delegation arrangements are reviewed regularly;

50.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

50.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

51. **Composition of the Board of Directors**

51.1 The Directors are:

51.1.1 The Officers;

51.1.2 A maximum of 4 Member Directors (of which 2 must be Students as defined in the Schedule at paragraph 1.41); and

51.1.3 A maximum of 4 Lay Directors.

Member Directors

51.2 Member Directors are elected by the members.

51.3 The Directors will make arrangements for an online ballot, item at a general meeting, or similar process, to take place annually (where there are vacancies) on a day specified by them ("**Election Day**"), and will notify this to members in advance of Election Day. They may also at their discretion call an additional Election Day to address any vacancies that arise.

51.4 The process will involve members nominating candidates, and voting on those candidates who have been nominated, who are eligible (and would not be removed in accordance with Article 52), and who have indicated willingness to act.

51.5 Member Directors:

51.5.1 Take office as a Director on 1 July following the Election Day at which they are appointed (or another date appointed by the Directors for the start of a Member Director's tenure in advance);

51.5.2 May serve until 30 June three years after they are appointed, unless they cease to be a Director in accordance with these Articles; and

51.5.3 May then be re-elected by the members, but may not stand for election after two consecutive terms of office unless they take a break from office of at least twelve months.

Lay Directors

51.6 Up to four Lay Directors may be appointed by a resolution of the Directors. They:

51.6.1 May serve until the end of 30 June in the year three years after the calendar year in which they are appointed, unless they cease to be a Director in accordance with these Articles; and

51.6.2 May be re-appointed by the Directors, but may not be re-appointed after three consecutive terms of office unless they take a break from office of at least twelve months.

52. **Disqualification and removal of Directors**

52.1 A Director shall cease to hold office if:

52.1.1 they cease to be a director by virtue of any provision of the Companies Act 2006, or are prohibited from being a director by law;

52.1.2 the Directors reasonably believe they have become physically or mentally incapable of managing their own affairs and they resolve that they be removed from office;

52.1.3 being an Officer, they cease to be an Officer or cease to be employed by NUS (or its Subsidiary Company or affiliate);

52.1.4 notification is received by NUS from them that they are resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);

52.1.5 they fail to attend three consecutive meetings of the Directors and the Directors resolve that they be removed for this reason;

52.1.6 at a general meeting of NUS, a resolution is passed that they are removed from office, provided the meeting has invited their views and considered the matter in the light of such views; or

52.1.7 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that they are removed from office. Such a resolution shall not be passed unless they have been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at that Director's option) being heard by or of making written representations to the Directors.

SECTION IV: ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

53. **Rules**

53.1 Each democratic space may from time to time make, repeal or alter Rules relating to the business of that democratic space and related matters.

53.2 Any such Rules may not be inconsistent with the Companies Acts, the Articles, general Rules made under Article 53.3, or any rule of law.

53.3 The Directors may from time to time:

(a) make, repeal or alter Rules applicable to Student Voice activities generally, including (without limitation) relating to the DPC, the powers of the Liberation Caucuses and the scope of Rules under Article 53.1;

(b) overturn or amend Rules made under Article 53.1 on the grounds of (i) legal requirements (including breach of Article 53.2); or (ii) financial considerations; and

(c) supplement Rules made under Article 53.1 on a transitional basis, if they are considered to be incomplete or not to regulate a particular matter.

54. **Regulations**

54.1 The Directors may from time to time make, repeal or alter such Regulations as they think fit as to the management of NUS and its affairs, which shall be binding on NUS and its members. No Regulations shall be inconsistent with the Companies Acts, the Articles or any rule of law.

54.2 The Regulations may regulate the following matters but are not restricted to them:

54.2.1 the duties of any officers or employees of NUS;

54.2.2 the admission of members of NUS and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

54.2.3 the conduct of members of NUS in relation to one another, and to NUS's employees and volunteers;

54.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such Regulations are to be recorded or communicated to Directors);

54.2.5 the procedure at general meetings;

54.2.6 any of the matters or things within the powers or under the control of the Directors; and

54.2.7 generally, all such matters as are commonly the subject matter of company regulations.

54.2.8 NUS in general meeting has the power to alter, add to or repeal the Regulations.

55. **Communications by NUS**

Methods of communication

55.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by NUS 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 NUS, including without limitation:

55.1.1 in Hard Copy Form;

55.1.2 in Electronic Form; or

55.1.3 by making it available on a website.

55.2 Where a Document or information which is required or authorised to be sent or supplied by NUS 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 Directors may decide what agreement (if any) is required from the recipient.

55.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

55.4 A member present in person or by proxy or via authorised representative if a Incorporated Member at a meeting of NUS shall be deemed to have received notice of the meeting and the purposes for which it was called.

55.5 Where any Document or information is sent or supplied by NUS to the members:

55.5.1 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;

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

55.5.3 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.

55.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with NUS 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

55.7 Where any Document or information has been sent or supplied by NUS by Electronic Means and NUS receives notice that the message is undeliverable:

55.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of NUS, NUS is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal Address as shown in NUS's register of members or Directors, but may in its discretion choose to do so;

55.7.2 in all other cases, NUS shall send a Hard Copy of the Document or information to the member's postal Address as shown in NUS's register of members (if any), or in the case of a recipient who is not a member, to the last known postal Address for that person (if any); and

55.7.3 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.

Exceptions

55.8 Copies of NUS's annual accounts and reports need not be sent to a person for whom NUS does not have a current Address.

55.9 Notices of general meetings need not be sent to a member who does not register an Address with NUS, or who registers only a postal Address outside the United Kingdom, or to a member for whom NUS does not have a current Address.

56. Communications to NUS

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

57. Secretary

57.1 A Secretary may be appointed by the Directors 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:

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

57.1.2 anything else required or authorised to be done by or to the Secretary of NUS may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

58. **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.

59. **Minutes**

59.1 The Directors must ensure minutes are made:

59.1.1 of all appointments of officers made by the Directors;

59.1.2 of all resolutions of NUS and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

59.1.3 of all proceedings at meetings of NUS, of the democratic spaces, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' 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 Director of NUS, be sufficient evidence of the proceedings.

60. **Records and accounts**

60.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

60.1.1 annual reports;

60.1.2 annual statements of account; and

60.1.3 annual returns or confirmation statements.

61. **Exclusion of model articles**

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

WINDING UP

62. **Winding up**

If any property remains after NUS has been wound up or dissolved and all debts and liabilities have been satisfied, it shall be paid to or distributed among the members of NUS.

TRANSITIONAL PROVISIONS

63. **Transitional provisions**

63.1 Notwithstanding the remainder of these Articles (but subject to the Companies Acts), this Article 63 has effect immediately following the coming into force of the Articles in 2024.

63.2 The Directors of NUS will be those individuals who were its company directors immediately before the adoption of the Articles, and the Officers will be those in post as such immediately before the adoption of the Articles, with (subject to Article 63.4) the terms of office that previously applied to those roles.

63.3 The person appointed to the position of “National President” at the UK Conference (as defined in the previous Articles of Association) in 2024 shall be the Chair of Directors, until the earlier of (i) 30 June 2026; and (ii) them ceasing to be an Officer.

63.4 Until 1 July 2026, the Directors of NUS from time to time may make such arrangements as they consider appropriate to transfer to the governance arrangements envisaged by these Articles, including:

(a) Amending the terms of office and mandates of existing Officers and Directors and members of the DPC, noting the desirability of maintaining existing officeholders in post until they are replaced, insofar as this is practicable;

(b) Appointing / confirming the appointments of DPC members;

(c) Making arrangements for the calling of meetings of democratic spaces as envisaged by Article 11 for (among other things) the adoption of Rules; and

(d) Amending any Rules currently in place, and making other transitional arrangements in relation to any matters which could properly be governed by Rules, which take effect until superseded by Rules developed and approved in accordance with the Articles.

SCHEDULE

INTERPRETATION – DEFINED TERMS

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

	Term	Meaning
1.1	**"Address"**	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	**"Articles"**	NUS's articles of association;
1.3	**"Executive"**	has the meaning given in Article 35.1;
1.4	**"Chair"**	has the meaning given in Article 42;
1.5	**"Circulation Date"**	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	**"Clear Days"**	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7	**"Code of Conduct"**	a code of conduct approved by the Directors;
1.8	**"Companies Acts"**	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to NUS;
1.9	**"Connected"**	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Director 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 Director is a paid director or member, partner or employee, or shareholder holding more than

		1% of the capital;
1.10	**"democratic space"**	is one of the democratic spaces forming part of Student Voice as set out in Article 11;
1.11	**"Deputy Returning Officers"**	have the meaning given in Article 35.3;
1.12	**"Document"**	includes any summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.13	**"DPC"**	the Democratic Procedures Committee;
1.14	**"Election Day"**	has the meaning given in Article 51.3;
1.15	**"Electronic Form" and "Electronic Means"**	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.16	**"English Members"**	members of NUS which are headquartered in England or are otherwise determined to be English Members by the DPC;
1.17	**"Further Education Members**"	members of NUS involved in the provision of further education (as determined by the DPC);
1.18	**"Financial Expert"**	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.19	**"Hard Copy" and "Hard Copy Form"**	have the meanings respectively given to them in the Companies Act 2006;
1.20	**"Higher Education Members**"	members of NUS involved in the provision of higher education (as determined by the DPC);
1.21	**"Incorporated Member"**	has the meaning given in Article 12.5;
1.22	**"in person"**	does not import a requirement to be physically present at a particular location;
1.23	**"Lay Directors**"	individuals appointed to be Directors under Article 51.6;
1.24	**"Liberation Caucuses"**	means the five NUS liberation groups – "women", "LGBT+", "disabled", "racialised" and "trans" students (or such other names as the Liberation Caucuses choose for themselves from time to time);
1.25	**"Liberation Collective**"	has the meaning given in Article 11;

1.26	**“Member Directors”**	individuals appointed as Member Directors in accordance with these Articles;
1.27	**“NUS**”	means National Union of Students (United Kingdom);
1.28	**“NUS England”, “NUS Cymru”, “NUS-USI”, “NUS Scotland”**	refer to the democratic spaces set out in Article 11 (noting that if a democratic space renames itself the references in the Articles are to that democratic space by whatever name it adopts);
1.29	**“NUS-USI Members”**	as defined by the Directors from time to time in accordance with the agreement between NUS and the Union of Students in Ireland;
1.30	**“Officer Executive Lead”**	has the meaning given in Article 35.1;
1.31	**“Policy”**	an expression of belief or opinion on a particular matter;
1.32	**“Proxy Notice”**	has the meaning given in Article 30;
1.33	**“Proxy Notification Address”**	has the meaning given in Article 31;
1.34	**“Public Holiday”**	means Christmas Day, Good Friday 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 company is registered;
1.35	**“Regulations**”	has the meaning given in Article 54;
1.36	**“Remote Attendance”**	means remote attendance at a general meeting by such means as are approved by the Directors in accordance with Article 20.3;
1.37	**“Returning Officer”**	has the meaning given in Article 35;
1.38	**“Rules**”	has the meaning given in Article 53;
1.39	**“Scottish Members”**	members of NUS which are headquartered in Scotland or are otherwise determined to be Scottish Members by the DPC;
1.40	**“Secretary”**	the secretary of NUS (if any);
1.41	**“Student**”	(i) an individual who is engaged in a course, apprenticeship or programme of study, professional training or similar, which is provided by the further education institution, higher education institution or similar, which is associated with a member (or with an unincorporated association represented by a

member);

(ii) a sabbatical officer (or similar) of a member (or of an unincorporated association represented by a member); or

(iii) an individual determined to be a Student by the DPC from time to time;

who for the avoidance of doubt is not in that capacity a member of NUS.

1.42	**“Student Voice**”	a democratic function of NUS as referred to in Article 11;
1.43	**“Subsidiary Company”**	any company in which NUS holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
1.44	**“Director”**	a director of NUS, and includes any person occupying the position of director, by whatever name called; and
1.45	**“Welsh Members”**	members of NUS which are headquartered in Wales or are otherwise determined to be Welsh Members by the DPC;
1.46	**“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.

2. Subject to paragraph 3 of this Schedule, any reference in the 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.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on NUS.