



Articles of Governance & Schedules
Of
Swansea University Students' Union
(An Unincorporated Association)

24th April 2017

Consultation/Approval History	
20 th Oct 2016 to 15 th Mar 2017	Articles of Governance (AoG) Working Group (Trustees Chair, CEO, SV Team) met every week to undertake the revision of AoG and Schedules
10 th February 2017	Revised Schedules emailed by Chair to Trustees on 10/02/2017 and approved by Trustees through their subsequent emails.
15 th February 2017	Revised Schedules emailed by Chair to PVC Prof Steve Wilks on 10/02/2017 and subsequently discussed and agreed in FTOs meeting with the University SMT on 15/02/2017
21 st February 2017	Five amendments to AoG discussed and approved by Trustees in Emergency Trustee Board meeting held on 21/02/2017
15 th March 2017	Schedules formally approved in the Trustees Board Meeting on 15/03/2017
13 th to 17 th March 2017	Amendments to AoG referenda favourably voted for and approved by fully quorate two-thirds majority of the membership of the Union
24 th April 2017	Amendments to AoG ratified by the University Council vide Paper No P1617-926 in the University Council meeting held on 24/04/2017

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**ARTICLES OF GOVERNANCE
OF
SWANSEA UNIVERSITY STUDENTS' UNION
(AN UNINCORPORATED ASSOCIATION)**

Preamble

1. Swansea University Students' Union is devoted to the educational interests and welfare of its Members. These Articles of Governance have been structured to give the Trustees reasonable authority to manage the affairs of the Union in a businesslike manner to ensure that the Union complies with charity law and other legal requirements.

Members enjoy the right to elect the majority of the Trustees and to dismiss all the Trustees. The Executive Committee is responsible for the policy and campaigning side of the Union's activities subject to the powers of the Trustees as set out in Articles 4.11 and 4.17.

2. When acting to further its powers and in accordance with its objects, the Union shall not discriminate on the grounds of race, gender, language, sexuality, age, religion, marital status, disability, medical status or political belief.
3. The Union shall not affiliate to any political party or religious organisation.
4. Definitions
In these Articles of Governance, the following terms shall have the following meanings:

Term Meaning

- 4.1 "Academic Year" the period between 1 August in one Year to 31 July in the next Year determined by the Union as the period during which Students are required to be registered with Swansea University. Each Academic Year is for the time being divided into three terms;
- 4.2 "Agent" an individual appointed to act on behalf of the Trustees and in the name of the Union as outlined in Article 53;
- 4.3 "Articles" these Articles of Governance of the Union;
- 4.4 "Board of Trustees" the board of the Trustees;
- 4.5 "clear days" in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;
- 4.6 "CLG" Company Limited by Guarantee as outlined in the law;
- 4.7 "CIO" Charitable Incorporated Organisation as to be outlined in the law following the Charities Act 2006;
- 4.8 "Co-opted Trustee" a Trustee appointed in accordance with Articles 44-47 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a Full-Time union office holder for the purposes of section 22 of the Education Act;
- 4.9 "Code of Practice" the Code of Practice relating to the obligations of Swansea University and the Union under section 22 Education Act 1994;
- 4.10 "Education Act" the Education Act 1994;

- 4.11 "Executive Committee" the Student body elected by and from Students constituted in accordance with these Articles of Governance and the Schedules of the Union known as "the Executive Committee";
 - 4.12 "Student Forum" a meeting called in accordance with these Articles of Governance and the Schedules to discuss any issue facing members;
 - 4.13 "Financial Memorandum" the Financial Memorandum that was signed between Swansea University and the Union in August 2007;
 - 4.14 "in writing" means written, printed or transmitted writing including by electronic communication;
 - 4.15 "Members" Members of the Union in accordance with these Articles being currently registered Students at Swansea University, ICWS (International College Wales Swansea) and/or Full-Time Officer Trustees;
 - 4.16 "Office" the head office of the Union;
 - 4.17 "Policy" Policy set by Referenda, Student Forum or Executive Committee in accordance with Articles 112.1, 118 and 120.5. Policy is only subject to the authority of the Board of Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires).
 - 4.18 "President" the Full-Time Officer Trustee elected to the Office of President of the Union;
 - 4.19 "Referenda" a vote that all members of the Union are entitled to cast;
 - 4.20 "Returning Officer" the person appointed by University Council to be responsible for the good conduct and administration of all elections of Elected Trustees and Elected Representatives as outlined in the Schedules.
 - 4.21 "Full-Time Officer Trustee" a Trustee appointed in accordance with Articles 37-43;
 - 4.22 "Schedules" the Schedules made from time to time in accordance with Article 55;
 - 4.23 "Secure Petition" fixed in a pre-arranged place or held securely on-line;
 - 4.24 "Student" any individual who is formally registered for an approved programme of study provided by Swansea University and/or International College Wales Swansea;
 - 4.25 "Swansea University" Swansea University, as incorporated by Royal Charter since September 2007, having previously been a constituent of the University Of Wales;
 - 4.26 "the Union" Swansea University Students' Union/Undeb Myfyrwyr Prifysgol Abertawe or SUSU/UMPA;
 - 4.27 "Trustee and Trustees" the Full-Time Officer Trustees and the Co-opted Trustees;
 - 4.28 "Trustee Chair" the Chair of the Trustees, being the President of the Union, or such other Full-Time Officer Trustee appointed to this office in accordance with these Articles;
 - 4.29 "Ultra Vires" those actions that are inconsistent with the Articles of Governance of the Union (or its charitable status).
 - 4.30 "Chief Executive Officer" the Chief Executive Officer of the Union;
 - 4.31 "University Council" the Council of Swansea University;
 - 4.32 "Year" a calendar year.
5. References to legislation shall (except where the context otherwise requires) be read as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.

The Union

6. There shall be a Students' Union in the name of Swansea University Students' Union/ Undeb Myfyrwyr Prifysgol Abertawe ("the Union").

Charitable Objects

7. The Union's charitable objects are the advancement of education of Students at Swansea University for the public benefit by:
 - 7.1 providing an official organisation to represent its members both within, and outside, the University;
 - 7.2 providing and developing scientific, artistic, cultural, political, environmental, ethical, religious, sporting and social activities (including awareness) among its members and ensuring the general welfare of the student body at large through both commercial and non-commercial services;
 - 7.3 promoting the general welfare of its members without discrimination on the grounds of race, gender, language, sexuality, age, religion, marital status, disability, medical status or political belief;
 - 7.4 advancing the interests of the University, for the benefit of the Unions' members, in all the appropriate ways;
 - 7.5 promoting the involvement of its members within the local community; and
 - 7.6 working with other Students' Unions, organisations with similar objects and affiliated bodies.

Powers

8. To further its objects, but not otherwise, the Union may:
 - 8.1 provide services and facilities (including licensed facilities) for Members;
 - 8.2 establish, support, promote and operate a network of student activities for Members;
 - 8.3 alone or with other organisations:
 - 8.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies
 - 8.3.2 seek to influence public opinion; and
 - 8.3.3 make representations to and seek to influence governmental and other bodies and institutions; provided that all such activities are conducted on the basis of well-founded, reasoned argument and shall be confined to those which a charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission.
 - 8.4 write, make, commission, print, publish or distribute materials, or assist in these activities;
 - 8.5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - 8.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
 - 8.7 provide or appoint others to provide guidance, representation and advocacy;
 - 8.8 purchase lease, hire or receive property including land, buildings and equipment and equip it for use;

- 8.9 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law and in accordance with the Financial Memorandum between the Union and Swansea University);
- 8.10 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law and/or Swansea University via the Financial Memorandum between the Union and Swansea University);
- 8.11 raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable trading activities in raising funds;
- 8.12 trade in the course of carrying out any of its objects;
- 8.13 incorporate wholly owned subsidiary companies to carry on any taxable trade (subject to and in accordance with the Financial Memorandum between the Union and Swansea University);
- 8.14 subject to clause 9 employ and pay employees and professionals or other advisors;
- 8.15 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 8.16 set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies);
- 8.17 undertake and execute any charitable trusts, which may lawfully be undertaken by it;
- 8.18 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 8.19 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 8.19.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 8.19.2 every transaction is reported promptly to the Trustees;
 - 8.19.3 the performance of the investment is reviewed regularly by the Trustees;
 - 8.19.4 the Trustees are entitled to cancel the delegation at any time;
 - 8.19.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 8.19.6 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
 - 8.19.7 the financial expert may not do anything outside the powers of the Trustees;
 - 8.19.8 that it is subject to and in accordance with the Financial Memorandum between Swansea University and the Union.
- 8.20 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;
- 8.21 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, (subject to and in accordance with the Financial Memorandum between Swansea University and the Union);

- 8.22 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, (subject to and in accordance with the Financial Memorandum between Swansea University and the Union);
 - 8.23 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects, (subject to and in accordance with the Financial Memorandum between Swansea University and the Union);
 - 8.24 subject to the prior approval of University Council incorporate and transfer all its assets and liabilities to a charitable limited liability legal entity (including but not limited to a company limited by guarantee or a charitable incorporated organisation (CIO));
 - 8.25 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 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 provided that no such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Union; and
 - 8.26 do all such other lawful things as shall further the Union's objects.
9. The income and property of the Union shall be applied solely towards the promotion of its charitable objects. No part shall be paid or transferred directly or indirectly to Members of the Union except for payment in good faith of:
- 9.1 any payment made to any beneficiary of the Union (including a Member);
 - 9.2 reasonable and proper remuneration to any person for any services given to the Union and of reasonable traveling and other out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Union;
 - 9.3 interest on money lent to the Union at a reasonable and proper rate;
 - 9.4 any reasonable and proper rent for premises let to the Union;
 - 9.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee, Committee Member or staff member or a member of his or her immediate family holds not more than one per cent of the capital;
 - 9.6 reasonable and proper out-of-pocket expenses of Trustees;
 - 9.7 reasonable and proper premiums in respect of indemnity insurance in accordance with Article 8.25 of the Articles of Governance;
 - 9.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the Members of the Union or of the Trustee benefit under this provision and provided that any such Member or Trustee shall withdraw from any meeting at which his or her appointment or payment or that of his or her partner is under discussion; and

- 9.9 reasonable and proper payment to any Full-Time Officer Trustee to be remunerated by the Union from time to time but:
 - 9.9.1 only if the procedure described in Articles of the Articles of Governance is followed in relation to the Full-Time Officer Trustees; and
 - 9.9.2 provided that this provision may not apply to more than five Full-Time Officer Trustees in any financial year at any one time; and
 - 9.9.3 subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).
- 10. These Articles of Governance may not be altered and/or amended by the Union without the written approval of University Council (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained.

Transfer to CLG or CIO and Winding Up

- 11. The following applies to the transfer of the Union's undertaking to a Company Limited by Guarantee (CLG) or Charitable Incorporated Organisation (CIO) and winding up.
 - 11.1 the Trustees pursuant to Article 8.24 and prior approval of University Council can transfer the assets and liabilities of the Union to a company limited by guarantee or a Charitable Incorporated Organisation where the constitution is as similar as possible to these Articles allowing for variations necessitated by the different legal structure. Following the transfer the Trustees may resolve to wind up the unincorporated association;
 - 11.2 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 Members of the Union. It shall instead be given or transferred to Swansea University, or if Swansea University has ceased to exist some other charitable institution(s) 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 of Governance impose upon the Union. The institution or institutions which are to benefit if Swansea University has ceased to exist shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

Membership

- 12. The Members of the Union shall be as follows:
 - 12.1 each and every Student who has not opted out by notifying Swansea University and/or International College Wales Swansea of his or her wish not to be a Member of the Union; and
 - 12.2 the Full-Time Officer Trustees of the Union.
- 13. A Member shall automatically cease to be a Member of the Union when he or she ceases to be a Student or subsequently opts out of Membership by giving written notice to Swansea University in accordance with the agreed Swansea University and Union Code of Practice and/or when he or she ceases to be a Full-Time Officer Trustee.

14. Members' details shall be entered in the Register of Members. Membership shall not be transferable and shall cease on death. The contents of the Register shall be confidential to the officers and staff of the Union, except where a particular Member has given written permission for his/her information to be made public, or transmitted to another person or organisation, in which case the Registrar and the Data Protection Officer of Swansea University shall receive a copy of the written permission concerned and the information concerned.
15. A Member shall cease to be a Member:
 - 15.1 if he or she opts out in accordance with Article 13;
 - 15.2 automatically on ceasing to be a Student.

Associate Members

16. The Trustees may admit and remove Associate Members.
17. The following persons may be admitted as Associate Members, as the Trustees see fit:
 - 17.1 union employees;
 - 17.2 Swansea University employees;
 - 17.3 alumni of Swansea University;
 - 17.4 past Members of the Union; and
 - 17.5 such persons as the Trustees consider to be friends of the Union.
18. An application for Associate Membership shall be in such form as the Trustees determine. Associate Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Associate Members shall not be Members of the Union for the purpose of these Articles and shall not be entitled to vote on any matter.

Reciprocal Members

19. The Trustees may grant reciprocal Membership to such Members of other unions as the Trustees think fit. Such reciprocal Members shall have the same rights as Associate Members and shall not be considered Members of the Union for the purposes of these Articles and shall not be entitled to vote on any matter.

Honorary Life Members

20. In accordance with Article 112.5 and the Schedules the Executive Committee may recommend the appointment or removal of Honorary Life Members of the Union. These shall be such persons as the Executive Committee considers to be fit, in accordance with the guidance and criteria as set out in the Schedules of the Union.
21. The recommendations for Honorary Life Membership shall be sent for ratification to the Trustees. The Trustees shall have the power to veto any individual recommendation but must if they do so provide written reasons to the Executive Committee. The appointment or removal of Honorary Life Members shall be subject to final ratification by the Annual General Meeting following any such recommendation for appointment or removal.

22. Honorary Life Membership shall be subject to such rights and obligations as set out in the Schedules of the Union. Such Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter.

Patron

23. In accordance with Article 112.5 and the Schedules the Executive Committee may recommend the appointment or removal of a Patron of the Union. These shall be such persons as the Executive Committee considers to be fit, in accordance with the guidance and criteria as set out in the Schedules of the Union.
24. Any recommendations for the appointment or removal of a Patron shall be sent for ratification to the Trustees. The Trustees shall have the power to veto any individual recommendation but must if they do so provide written reasons to the Executive Committee. The appointment or removal of a Patron shall be subject to final ratification by the Annual General Meeting following any such recommendation for appointment or removal.
25. A Patron following their appointment by the Annual General Meeting shall have the right to be given notice of, to attend and speak (but not vote) at following Annual General Meetings of the Union as if a Member and shall also have the right to receive accounts of the Union when available to Members. A Patron shall not be considered to be a member of the Union.

Annual General Meetings

26. The Union shall hold an annual general meeting once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. The Annual General Meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.

Length of Notice

27. Annual General Meetings shall be called by at least 14 clear days' written notice.

Contents of Notice

28. Every notice calling an Annual General Meeting shall specify the place, day and time of the meeting and the general nature of the business to be dealt with. This business shall include:
- 28.1 receiving for information the annual fully audited accounts of the Union and any other related union companies or bodies fully audited annual accounts;
 - 28.2 receiving the Trustees' Report;
 - 28.3 appointment of the Auditors (if relevant);
 - 28.4 appointment and removal of Honorary Life Members and Patrons; and
 - 28.5 open questions to Trustees.

Service of Notice

29. Notice of Annual General Meetings shall be given to every Member and to the Trustees and any patron of the Union. This notice shall usually be given electronically.

Proceedings at Annual General Meetings

30. The proceedings of the Annual General Meeting shall be further set out in the Schedules of the Union, as amended from time to time.

Votes of Members at Annual General Meetings

31. On a show of hands or by electronic voting system every Member shall have one vote.
32. No Member may vote on any matter in which he or she is personally interested, (whether financially or otherwise), or debate on such a matter without the permission of the majority of the Members present in person at the meeting. This permission will be given or withheld without discussion. The procedures for voting at Annual General Meetings shall be further set out in the Schedules of the Union, as amended from time to time.

Amendments to the Constitution

33. The Trustees and Swansea University shall review the constitution at least every five years, with effect from the date that these Articles of Governance come into effect.
34. Any vote to amend the Articles of Governance shall require the following:
 - 34.1 the approval of a two thirds majority of the Members of the Union voting by referenda provided that at least 3% of the total Membership entitled to vote upon the amendments vote on the referendum; and
 - 34.2 the approval of University Council.

Trustees

Appointment of Trustees

35. The charity trustees of the Union ("the Trustees") shall be made up of the following persons:
 - 35.1 Not more than five Full-Time Officer Trustees appointed in accordance with Articles 37-43;
 - 35.2 Not more than three Co-opted Trustees appointed in accordance with Articles 44-47.
36. Prior to his or her appointment, each Trustee must sign a declaration confirming that he or she understands the duties imposed on charity trustees and is willing to act as a trustee of the Union. It is also noted that every Trustee is required to undertake a University organised training day upon their appointment.

Full-Time Officer Trustees

37. Five Full-Time Officer Trustees shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Schedules and shall remain in office for a term of usually twelve months, as specified in the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. At the same time as commencing the term of office as trustee the Full-Time Officer Trustee will enter into a contract of employment with the Student Union for a term to be determined by these Articles.

38. One Full-Time Officer Trustee shall be elected to the post of Union President. The remaining Full-Time Officer Trustees shall be elected to such full-time posts as are specified in the Schedules of the Union from time to time.
39. Subject to the transitional changes in the term of office as set out in Article 37:
 - 39.1 Full-Time Officer Trustees may be re-elected for a maximum further term of twelve months by the Members of the Union at an election to be held in accordance with the Schedules; and
 - 39.2 the maximum total term that a Full-Time Officer Trustee may serve is twenty-four months.
40. Each Full-Time Officer Trustee must be a Member of the Union at the time of his or her election, and shall not have been a member of full-time Union staff (except for Full-Time Officer Trustee) within the last three academic years.
41. The Full-Time Officer Trustees shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act 1994.
42. A Full-Time Officer Trustee shall become a Member of the Union for a term of one year on the commencement of his or her appointment or re-appointment as Full-Time Officer Trustee.
43. The duties and payment of each Full-Time Officer Trustee shall be as set out in the Schedules (as amended from time to time). A Full-Time Officer shall not be employed in any other post in the Union during their agreed contractual year as a Full-Time Officer and Trustee. For the avoidance of doubt Full-Time Officers are not paid in their role as a Trustee and their pay and associated terms are resolved and considered by the Remuneration Committee of which they are not members and cannot exercise any power over.

Appointment of Co-opted Trustees

44. The Trustees shall co-opt by a simple majority of those present and voting up to three such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees. Unless their appointment is terminated in accordance with the Articles, Co-opted Trustees shall remain in office for terms of up to 4 years calculated from the date of appointment. Co-opted Trustees shall be appointed so that their terms of office are staggered in such a way that they do not terminate all in the same year. (In the first instance one will be appointed for two years, one for three years and the other for four years. It is noted that this will be an interim arrangement for those Co-opted Trustees following the adoption of these arrangements).
45. At the end of their term of office, co-opted Trustees shall be eligible for reappointment by a simple majority of those trustees present and voting for further terms of up to 4 years.
46. In exercising their powers under Articles 44 and 45 the Trustees shall have regard to recommendations made by an Appointments Committee constituted under the Schedules
47. Co-opted Trustee appointments shall be ratified by University Council.

Powers and Duties of the Board of Trustees

48. The Board shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, these Articles of Governance and the Schedules) may exercise all the powers of the Union. No alteration of these Articles of Governance or the Schedules shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees. The quorum shall be four.
49. The Board's powers under Article 48 shall include, but not be limited to, ultimate responsibility for:
 - 49.1 the governance of the Union;
 - 49.2 the budget and financial management of the Union;
 - 49.3 the staffing matters of the Union; and
 - 49.4 setting the strategy and direction of the Union; and
 - 49.5 adherence with the agreed Financial Memorandum and Code of Practice between the Union and University.
50. Decisions not made by the Board are subject to the authority of the Board on the following grounds only:
 - 50.1 financial considerations; and
 - 50.2 charity law or other legal requirements (including ultra vires).
51. The Board shall provide the Executive Committee with a regular update of its meetings and decisions (and at least four such updates a year) in writing. The minutes of the Board shall be provided to the Executive Committee.
52. The Board shall recognise such clubs and societies of Swansea University as meet the requirements and rules outlined in the Schedules and as do not contravene the Union's charitable objects.
53. The Trustees may appoint any person to be the agent of the Union (in accordance with Article 4.2) for such purposes and on such conditions as they determine.
54. No person may be appointed as a Trustee who has under the law already been disqualified from acting as a Trustee.

Schedules

55. The Trustees shall have the power from time to time to make, repeal or alter Schedules as to: the management of the Union and its affairs; the duties of any officers or employees of the Union; the financial procedures of the Union; the conduct of business by the Trustees, the Executive Committee, any committee; and any matters or things within the powers or under the control of the Trustees, provided that such Schedules shall:
 - 55.1 not be inconsistent with the Articles of Governance;
 - 55.2 be subject to consultation with the Members of the Union. No such Schedule shall be valid until such a consultation exercise has taken place and the Trustees have

- considered comments and suggestions from Members arising out of the consultation exercise; and
- 55.3 be subject to written approval of the Executive Committee (such approval not to be unreasonably withheld or delayed) and no such Schedules shall be valid until such approval has been obtained;
 - 55.4 be subject to consultation with the member of the Senior Management Team of Swansea University primarily responsible for liaison with the Union, or his or her designated representative, who will have a right of veto in relation to the University's responsibilities under the Education Act. This right of veto shall include guidance and strategy documents affected by the Education Act.

Delegation of Trustees' Powers

56. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 56.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 56.2 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; and
 - 56.3 the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary; and
 - 56.4 all delegations shall be revocable at any time; and
 - 56.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit;
 - 56.6 the meetings and proceedings of any committee shall be governed by the provisions of the Articles of Governance and the Schedules regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not inconsistent with any regulations made by the Trustees).

Finance & Resources Committee

57. The Trustees shall establish a Finance & Resources Committee.
58. The Finance & Resources Committee shall be made up of the following persons:
 - 58.1 the five Full-Time Officer Trustees; and
 - 58.2 at least two Co-opted Trustees.
59. All Co-opted Trustees shall be entitled to attend the Finance & Resources Committee.
60. The chair of the Finance & Resources Committee shall be as outlined in the Schedules of the Union and shall be a Full-Time Officer Trustee. The Trustees may at any time remove the chair from office. The quorum for the committee shall be four.
61. The Trustees may by a resolution of those present and voting invite the Chief Executive Officer and other staff of the Union to attend and speak (but not vote) at meetings of the

Finance & Resources Committee. The Finance & Resources Committee, with the approval of the Trustees, may delegate such actions and powers to the Chief Executive Officer and the other staff as they see fit in the pursuance of the good administration of the Union.

62. The Trustees may by a resolution of those present and voting appoint any person willing to so act as an External Advisor to the Finance & Resources Committee. External Advisors may attend and speak (but not vote) at meetings of the Finance & Resources Committee.
63. Subject to Article 63.1, the Trustees may delegate all financial and resource related matters to the Finance & Resources Committee, including:
 - 63.1 the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that the Finance & Resources Committee shall not incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

Audit Committee

64. The Trustees shall establish an Audit Committee.
65. The Audit Committee shall be made up of the following persons:
 - 65.1 two Full-Time Officer Trustees (who shall not be the chair of the Finance & Resources Committee);
 - 65.2 a Co-opted Trustee;
 - 65.3 an Executive Committee Member (who shall not be a Full-Time Officer Trustee); and
 - 65.4 a Member appointed by University Council (who shall not be a Trustee).
66. The chair of the Audit Committee shall be the member appointed by University Council.
67. The Audit Committee shall have the power to investigate and make recommendations on any such matter as directed by the Trustees, Executive Committee or by University Council. Any such reports and recommendations that it makes shall be reported in writing to the Trustees, Executive Committee and to the University Council. The Audit Committee shall also have the authority to scrutinise the performance of the Trustees against their duties as set out in the Schedules of the Union.
68. The Audit Committee may invite the Chief Executive Officer, staff of the Union, Union members and other relevant individuals to the matter under discussion to attend and speak (but not vote) at meetings of the Audit Committee.
69. The Audit Committee may appoint any person willing to so act as an External Advisor to the Audit Committee. External Advisors may attend and speak (but not vote) at meetings of the Audit Committee.
70. The Audit Committee shall meet at least twice per academic year. The quorum of the committee shall be three, (but must include the chair of the committee).

Personnel Committee

71. The Trustees shall establish a Personnel Committee.

72. The Personnel Committee shall be made up by the following persons:
 - 72.1 the five Full-Time Officer Trustees; and
 - 72.2 at least one Co-opted Trustee.
73. All Co-opted Trustees shall be entitled to attend the Personnel Committee.
74. The chair of the Personnel Committee shall be the President and in their absence, the members present shall elect another of the Full-Time Officer Trustees to chair the meeting. The quorum shall be three.
75. Subject to Article 49, the Trustees may delegate all personnel and staffing related matters to the Personnel Committee, including:
 - 75.1 all matters relating to the remuneration of employees of the Union except those relating to Full-Time Officers which is a matter for the Remuneration Committee;
 - 75.2 all matters relating to the terms and conditions of employment of an employee of the Union;
 - 75.3 all matters relating to the recruitment and appointment of staff;
 - 75.4 all matters relating to the introduction or enforcement of any personnel policies, including the application of any agreed staff protocol (including those which have contractual force), disciplinary or grievance procedures; and
 - 75.5 any other personnel related issue.
76. The Personnel Committee shall establish a Disciplinary Sub Committee and Appeals Committee to deal with staff disciplinary matters. The membership and procedures of which shall be determined by the Trustees Board.
77. The Trustees, through the Personnel Committee, shall enter into a Staff Protocol with the Union staff, which shall have contractual force and shall form a part of the Schedules of the Union.
78. The Personnel Committee shall only report its business to the Trustees Board.
79. The Personnel Committee may invite the Chief Executive Officer and other staff of the Union to attend and speak (but not vote) at meetings of the Personnel Committee. The Personnel Committee, with the approval of the Trustees, may delegate such actions and powers to the Chief Executive Officer and the other staff as they see fit in the pursuance of the good administration of the Union and its staff.
80. The Personnel Committee may appoint any person willing to so act as an External Advisor to the Personnel Committee. External Advisors may attend and speak (but not vote) at meetings of the Personnel Committee.

Remuneration Committee

81. There shall be a Remuneration Committee that shall decide on the salary and terms and conditions of the Full-Time Officers.

82. The Committee shall consist of the Co-opted Trustees, the General Secretary and an adviser as nominated by the University (who will be a non-voting member). The Chief Executive Officer may also be invited to attend in a non-voting capacity as appropriate.
83. The Committee shall meet as and where appropriate and will report its decisions to the Executive Committee, Audit Committee and Trustees Board as appropriate.

Expenses of Trustees

84. The Trustees may be paid all reasonable traveling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Union or otherwise in connection with the discharge of their duties.

Chairman and Honorary Officers

85. The President will be the Trustee Chair. The Full-Time Officer Trustees may at any time remove the Trustee Chair from the office of Trustee Chair.
86. The Trustees may appoint a Vice-Chair of the Trustees and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

Proceedings of Trustees

87. Subject to the provisions of these Articles of Governance and the Schedules, the Trustees may regulate their proceedings as they think fit.
88. Three Trustees may, and the Chief Executive Officer at the request of three Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be deemed invalid due to any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
89. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Trustee Chair shall have a second or casting vote.
90. No business may be dealt with at a meeting of the Trustees unless at least four Trustees are present comprising of, so far as is practicable, having regard to any vacancies on the Board of Trustees, a majority of Full-Time Officer Trustees over the number of Co-opted Trustees.
91. The Trustees or a sole Trustee may continue to act despite any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of arranging an election but for no other purpose.
92. Unless he or she is unwilling to do so, the Trustee Chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time

appointed for the meeting, the Trustees present may appoint another Trustee to chair the meeting.

93. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee (apart from the selection or election procedure) or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
94. A meeting of the Trustees may be held either in person or by teleconference or by other suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.
95. The Trustees shall invite the Chief Executive Officer to attend and speak at meetings of the Board of Trustees. The Chief Executive Officer shall not be entitled to vote or count in the quorum upon any business dealt with at such meetings.
96. The Trustees shall hold a minimum of four meetings in any Academic Year.

Disqualification and Removal of Trustees

97. The office of a trustee shall be vacated if:
 - 97.1 he or she becomes prohibited by law from being a charity trustee;
 - 97.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 97.3 he or she is or may be suffering from mental ill health and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result the Union is put at risk;
 - 97.4 he or she resigns his or her office by notice to the Union (but only if at least two trustees will remain in office when the notice of resignation is to take effect; and
 - 97.5 he or she is absent from two consecutive meetings of the trustees without good cause;
 - 97.6 he or she is removed from office under Articles 98-100.

Removal of Full-Time Officer Trustees

98. The office of a Full-Time Officer Trustee shall be vacated if a secure petition for a motion of no confidence in the Full-Time Officer Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Schedules requiring a simple two-thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Full-Time Officer Trustee from office;
99. A Trustee removed under Article 98 shall be removed both from his or her remunerated Full-Time Officer position within the Union and as a Full-Time Officer Trustee of the Union. The individual may appeal against the removal from his or her remunerated Full-Time Officer position, but not his or her post as a Trustee, in accordance with his or her contract of employment.

Removal of Co-opted Trustees

100. The office of Co-opted Trustee shall be vacated if:
- 100.1 a secure petition for a motion of no confidence in the Co-opted Trustee is signed by at least 5% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Schedules, requiring a simple two thirds majority of Members voting on the motion, provided that 5% or more of the total Membership votes to remove the Co-opted Trustee from Office; or
 - 100.2 he or she is removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Union in accordance with the Schedules. Such a resolution will be passed by a simple majority of the Trustees. The Co-opted Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Rights of Removed Trustee

101. A resolution to remove a Trustee in accordance with Articles 100.2 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 forwarded a reasonable opportunity of being heard by or making written representations to the other trustees.
102. A Trustee removed from office in accordance with Articles 100.2 only shall be entitled to appeal the decision to remove him or her to an Appeal Body within 14 days of the resolution. The Appeal Body shall be made up of the following persons:
- 102.1 one member of the University Council, (who shall not be a Trustee);
 - 102.2 one Executive Committee member who is not a Trustee; and
 - 102.3 one external member as agreed by University Council and the Executive Committee.
103. A resolution of the Appeal Body approving or not approving the removal shall be made in accordance with the procedure set out in the Schedules.
104. If such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the Trustee was removed by the Board of Trustees. If such resolution is not passed, that Trustee shall continue to be a Trustee and be subject to the requirements of these Articles of Governance as if no resolution to remove the Trustee had been passed.

Replacement of Trustees

105. If a Full-Time Officer Trustee retires, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Schedules of the Union.
106. If a Full-Time Officer Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, an Appointments Committee established in accordance with the Schedules may appoint any Student it considers appropriate to fill the vacancy to act as a Trustee of the Charity. For the avoidance of doubt, any individual so appointed shall be appointed as a Trustee of the Charity only. He or she

shall not take on the wider role of Full-Time Officer of the Union undertaken by the former Full-Time Officer Trustee and shall not be paid. A Trustee appointed in accordance with this Article 106 shall remain in office until the next elections are held and the newly appointed Full-Time Officer Trustee takes office. If that person is not elected as a Trustee, he or she will automatically cease to be a Trustee when the newly-appointed Full-Time Officer Trustee takes office.

107. If a Co-opted Trustee retires, is disqualified or is removed from office during their term of office, an Appointments Committee established in accordance with Schedules shall make a recommendation to the Trustees board in line with process for appointing Co-opted Trustees.

Conflicts of Interest

108. Whenever a Trustee, Committee Member or member of staff has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee or Committee Member has an interest in another organisation, other than Swansea University or a Club or Society, whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:
- 108.1 declare an interest when the chair asks for declarations of interest as an agenda item at the beginning of each meeting, and at least before the matter is under discussion if they were not aware of their interest at the beginning of the meeting, and have it recorded in the minutes of that meeting as having been declared;
 - 108.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 108.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 108.4 in the case of personal interests withdraw during the vote and have no vote on the matter;
 - 108.5 in particular Articles 108.1 to 108.4 shall apply to any matter that may directly or indirectly relate to the position of a Full-Time Officer Trustee who is or is to be paid by the Union as an employee of the Union.
109. A register of interests will be kept for Trustees, Committee Members and senior members of staff of the Union, which will be displayed on the Union Website. This register shall be updated as and when appropriate.

Executive Committee

110. The Executive Committee shall be made up of the Full-Time Officers and such Students as have been elected to the Executive Committee in accordance with the Schedules. No Member may hold more than one seat on the Executive Committee at any one time. Removal of any member of the Executive Committee shall be in accordance with the Schedules.
111. The Chair of the Executive Committee shall be the President.
112. The Executive Committee shall have the authority to:
- 112.1 set the policy and political agenda of the Union and campaign on issues affecting Members, it may refer (as it sees fit) policy to referenda of the Members (in

- accordance with the Schedules) and enforce policy as agreed by the Executive Committee or any such referenda (provided that policy passed by the Executive Committee or Referenda this does not conflict with the Board's powers under Article 48) and subject to the Board's powers under Article 50;
 - 112.2 make recommendations to and scrutinise the Trustees;
 - 112.3 co-ordinate forums (including Liberation & Representative Forums as set out in the Schedules of the Union);
 - 112.4 affiliate with external organisations and provide a list of such affiliations for publication on the Union website and for ratification at the annual affiliations referendum as set out in the Schedules of the Union and in the Code of Practice;
 - 112.5 recommend the appointment Honorary Life Members and Patrons of the Union in accordance with Articles 20-25;
 - 112.6 promote and defend the rights of Members;
 - 112.7 consider any business referred to the Executive Committee by the Trustees, Student Forums, Audit Committee, Education Committee or other Union bodies;
 - 112.8 hold Student Forums in accordance with Article 116; and
 - 112.9 appoint members to University and/or International College Wales Swansea Committees where this is specified in the terms of reference of the University/College concerned.
113. The Executive Committee shall meet in accordance with the Schedules as amended from time to time.
114. The Executive Committee shall provide the Board with an update of its meetings and decisions at least four times in any Academic Year in writing and shall provide the Trustees Board with minutes of its meetings.

Removal of an Executive Committee Member

115. The office of an Executive Committee Member shall be vacated if:
- 115.1 a secure petition for a motion of no confidence in the Executive Committee Member is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by a referendum in accordance with the Schedules requiring a two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Executive Committee Member from office;
 - 115.2 he or she is removed in accordance with the Schedules.

Student Forums

116. The Executive Committee shall call and co-ordinate Student Forums, where requested to do so in accordance with the Schedules.
117. Any matter may be discussed at a Student Forum, which may provide guidance to and scrutinise the Executive Committee and the Trustees. The Student Forum shall also have the authority to provide the Executive Committee with policy recommendations. Those present at any Student Forum shall count as a quorum. The minutes of each Student Forum shall be provided to the Executive Committee and to the Trustees.

118. At a Student Forum, which has a quorum of 3% of Members, the Student Forum may pass a resolution by simple majority to call a referendum to determine any matter. Such referendum shall be held in accordance with the referenda procedures set out in the Schedules. At a Student Forum, which has a quorum of 3% of Members, the Student Forum may also set policy (provided that policy passed by the Student Forum does not conflict with the Board's powers under Article 48) and subject to the Board's powers under Article 50.

Referenda

119. All members of the Union shall be entitled to vote in referendum called in accordance with Articles 34.1, 98, 100.1, 112.4, 115.1 and 118 and the Schedules of the Union.
120. Referenda may be called to determine the following:
- 120.1 in accordance with Article 34.1, to agree changes to the Articles of Governance, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the changes to be approved;
 - 120.2 in accordance with Article 98, to pass a motion of no confidence in a Full-Time Officer Trustee, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
 - 120.3 in accordance with Article 100.1, to pass a motion of no confidence in a Co-Opted Trustee, a quorum of 5% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
 - 120.4 in accordance with Article 115.1, to pass a motion of no confidence in an Executive Committee Member, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
 - 120.5 in accordance with Articles 115.1 and 118, to agree political and campaign policy referred to referendum by the Trustee Board, Executive Committee or Student Forum, a quorum of 3% of members will be required to validate the referendum and simple majority of those members voting;
 - 120.6 in accordance with Article 112.4 and the Schedules, to call an annual referendum on affiliations of the membership at the same time as the Full-Time Officer Trustee elections, a quorum of 3% of members will be required to validate the referendum and a simple majority of those members voting.
121. Referendum can be called on any issue by the following:
- 121.1 a simple majority of the Trustee Board;
 - 121.2 a two thirds majority of the Executive Committee;
 - 121.3 a simple majority of members present and voting in a Student Forum with a quoracy of 3% of the membership;
 - 121.4 by any member via a secure petition signed by 3% of the membership as set out in the Schedules of the Union.

Education Committee

122. The Trustees shall establish an Education Committee.
123. The Education Committee membership shall be determined as set out in the Schedules of the Union.
124. The Education Committee shall have the authority to:
 - 124.1 make policy recommendations to the Executive Committee for their consideration;
 - 124.2 appoint members to University committees as set out in the Schedules of the Union.
125. The Education Committee shall meet at least twice a term.

Liberation and Representative Forums

126. The Executive Committee shall establish and convene Liberation and Representative Forums as set out in the Schedules. These Forums shall have the authority to make policy recommendations to the Executive Committee and elect Representatives who with the approval of the Executive Committee shall serve as members of University committees and other relevant bodies.

University Council

127. Subject to University Statutes, the President and one other Full-Time Officer Trustee shall be entitled to be members of the University Council.

Committees and Meetings

128. Committee meetings shall be open for any Union member to attend, and where they do not have voting rights, they may attend as an observer, (with the exception of the Personnel Committee and Disciplinary Committees where they shall be excluded). However, it is at the discretion of Trustees and Committee Members present that Union members may be excluded from all of any particular meeting or sections of any particular meeting. Such exclusions shall only be justified where the matter pertains to staff, commercially sensitive information or any other similarly sensitive and/or confidential matter.

Minutes

129. The Trustees shall keep minutes of all proceedings at general meetings of the Union and meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting. The chair of the meeting or the chair of the next succeeding meeting, shall, sign the minutes, and any minutes which purport to be so signed will be sufficient evidence of the proceedings. The minutes of these meetings will be available to Members, (except for those of or that pertain to the Personnel Committee, Disciplinary Committees and sections of meetings as outlined in Article 128 that shall remain private and confidential to the Trustees and unavailable to members).
130. The Members of the Union have the right to ask the Trustees questions in writing about the contents of any documents referred to in Article 129 (except for those of or that pertain to the Personnel Committee, Disciplinary Committees and sections of meetings as outlined in Article 128 that shall remain private and confidential to the Trustees and unavailable to members).

131. The Trustees shall appoint a member of staff to act as Committee Secretary and minute taker for the Trustees Board, Finance & Resources Committee, Audit Committee, Personnel Committee, Executive Committee, Student Forums and other bodies as the Trustees see fit.

Accounts and Reports

132. The Trustees may impose reasonable restrictions as to the time at which and the manner in which the Members may inspect the fully audited accounts of the Union but subject to which the fully audited accounts shall be open to inspection by the Members during usual business hours.
133. The Trustees shall comply with the requirements the Education Act and the Charities Act 2006 (or any statutory re-enactment or modification of those Acts) as to keeping financial records and the audit or examinations of accounts.

Notices

134. Any notice to be given to or by any person pursuant to the Articles of Governance shall be in writing. The procedures for doing so shall be outlined in the Schedules of the Union.

Complaints Procedure

135. The Trustees shall prepare and implement a complaints procedure, details of which shall be contained in the Schedules and shall be agreed by University Council.
136. The complaints procedure will consider complaints against:
- 136.1 the internal workings of the Union and its services;
 - 136.2 members of the Union (including Full-Time Officer Trustees);
 - 136.3 Co-opted Trustees; and
 - 136.4 members of Union staff.

Disciplinary Procedure

137. The Trustees shall prepare and implement a disciplinary procedure, details of which shall be contained in the Schedules.
138. All Members of the Union and all Trustees shall be subject to the disciplinary procedure, particularly when on premises administered or events organised by the Union.
139. The disciplinary procedure may include sanctions, including the indefinite suspension of any or all of the privileges of Membership of the Union.

Bilingualism

140. Both the English and Welsh language shall be accorded equal status and validity under the Articles of Governance.
141. Union Publications, notices and all posters and publicity displayed in Union buildings shall be bilingual. An exception will be made to the official newspapers, magazines and websites of the Union.

142. Materials supplied from external organisations shall not be subject to the bilingual policy, however, where possible an attempt for bilingual production must be made.

Indemnity

143. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Union shall be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her 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 him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees' Indemnity Insurance

144. The Trustees shall have power to resolve to effect trustees' indemnity insurance, despite their interest in such policy.

Revocation

145. All such previous Constitutions and Articles of Governance are hereby expressly revoked.

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