

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY  
GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**of**

**DURHAM STUDENTS' UNION (the "Company")**

## **DURHAM STUDENTS' UNION CONSTITUTION**

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## **Preamble**

1. Durham Students' Union is devoted to the educational interests and welfare of its Members. This Constitution has been structured to give the Trustees reasonable authority to manage the affairs of the Union in a professional 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 Student Representative Council is responsible for the political and campaigning side of the Union's activities subject to the powers of the Trustees as set out in clause 59. The Board of Trustees will give the utmost consideration to the views of Members.
2. When acting to further its powers and in accordance with its objects, the Union shall not discriminate on the grounds of age, gender, race, colour, parental status, class, religion or belief, ethnic or national origins, creed, sexuality, nationality, size, socioeconomic background, trade union membership, disability or medical condition, except that positive action may be taken to aid any disadvantaged section of society.
3. The Union shall not affiliate to any political party or religious organisation.

## **Definitions and Interpretation**

4. If any dispute arises in relation to the interpretation of these articles or any of the Standing Orders it shall be resolved by Trustee Board.
5. In this Constitution the following terms shall have the following meanings:-

	<b>Term</b>	<b>Meaning</b>
5.1	“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 Durham University. Each Academic Year is for the time being divided into three terms;
5.2	“Board of Trustees”	the board of the Trustees;
5.3	“Chief Executive”	the Chief Executive of the Union;
5.4	“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;
5.5	“Code of Practice”	the Code of Practice relating to the obligations of Durham University under section 22 Education Act 1994;

5.6	“Common Room”	Middle or Junior Common Room or equivalent – in each of Durham University's Colleges;
5.7	“Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), insofar as they apply to the Union;
5.8	“Constitution”	this Constitution of the Union;
5.9	“Co-opted Trustee”	a Trustee appointed in accordance with clauses 57-58 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act 1994;
5.10	“DSO Framework”	The Durham Student Organisation Framework as approved by the University Council;
5.11	“DUCK Officer”	the sabbatical DUCK Officer, elected in accordance with this Constitution and the Standing Orders;
5.12	“Durham University”	Durham University incorporated by Royal Charter;
5.13	“Education Act”	the Education Act 1994;
5.14	“Effective Date”	the date on which the undertaking previously carried on by the unincorporated charity known as Durham Students' Union is transferred to the Union;
5.15	“EGM”	Extraordinary general meeting;
5.16	“General Meeting”	a meeting called in accordance with this Constitution and the Standing Orders to discuss any single issue facing Members and to be open to all Members;
5.17	“in writing”	means written, printed or transmitted writing including by electronic communication;
5.18	“JCR”	The Junior Common Room, or equivalent, in each of Durham University's colleges recognised as being the main undergraduate student representative body within the relevant college;
5.19	"Licensed Halls of Residence"	as defined in the Statutes of the University of Durham;

5.20	“Members”	members of the Union being those listed in clause 15;
5.21	“Middle Common Room”	the Middle Common Room, or equivalent, in each of Durham University's colleges recognised as being the main postgraduate student representative body within the relevant college;
5.22	“Office”	the central office of the Union at Dunelm House, New Elvet, Durham DH1 3AN;
5.23	“Policy”	Political policy set by Referenda or Student Representative Council in accordance with clauses 0 and 109. Political 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) or reputation of the Union;
5.24	“President”	the Sabbatical President, elected in accordance with this Constitution and the Standing Orders;
5.25	“Recognised Colleges”	as defined in the Statutes of the University of Durham;
5.26	“Referenda”	a vote held outside of a general meeting that all Members are entitled to cast;
5.27	“Returning Officer”	the person appointed by the Student Representative Council to be responsible for the good conduct and administration of all elections of elected Trustees;
5.28	“Sabbatical Trustee”	a Trustee appointed in accordance with clause 47;
5.29	“Secure Petition”	fixed in a pre-arranged place or held securely on-line;
5.30	“Standing Orders”	the standing orders made from time to time in accordance with clause 62;
5.31	“Student”	any individual who is formally registered on an approved Durham University programme;
5.32	“Student Trustee”	a Trustee appointed in accordance with clauses 54 and 55 who is a Student and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;

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| 5.33 | “Student Representative Council”       | the Student body elected by and from Students constituted in accordance with this Constitution and the Standing Orders of the Union;                       |
| 5.34 | “Student Representative Council Chair” | the Chair of the Student Representative Council elected in accordance with this Constitution and the Standing Orders of the Union;                         |
| 5.35 | “Trustee and Trustees”                 | the Sabbatical Trustees, the Student Trustees and the Co-opted Trustees;   |
| 5.36 | “Trustee Chair”                        | the chair of the Trustees, being one co-opted member of the Trustee board, as elected by the whole Board of Trustees, in accordance with this Constitution |
| 5.37 | “University Council”                   | the Council of Durham University;  |
| 5.38 | “the Union”                            | Durham Students' Union.  |
| 5.39 | “Year”                                 | a calendar year.   |
6. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
7. 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**

8. There shall be a Students' Union in the name of Durham Students' Union (herein after called “the Union”). The registered office of the Union is situated in England and Wales.

### **Charitable Objects**

9. The Union's charitable objects are the advancement of education of Students at Durham University for the public benefit by:-
- 9.1 providing opportunities for the expression of Student opinion and actively representing the interest of Students;
- 9.2 acting as a channel of communication in dealing with Durham University and other external bodies;
- 9.3 promoting the interests and welfare of Students at Durham University during their course of study, and representation, supporting and advising Students;

- 9.4 facilitating the social, recreational and educational interests of its Membership, through providing services and support for its Members;
- 9.5 supporting the development of and cooperation between the Common Rooms;
- 9.6 working with other Students' Unions and affiliated bodies; and
- 9.7 raising funds for such purposes as are charitable according to the laws of England and Wales and to make grants and donations of such funds to other exclusively charitable bodies or to apply such funds directly for such charitable purposes.

### **Powers**

- 10. To further its objects, but not otherwise, the Union may:-
  - 10.1 provide services and facilities (including licensed facilities) for Members;
  - 10.2 establish, support, promote and operate a network of student activities for Members;
  - 10.3 alone or with other organisations:-
    - 10.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies;
    - 10.3.2 seek to influence public opinion; and
    - 10.3.3 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 an English charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
  - 10.4 write, make, commission, print, publish or distribute materials, or assist in these activities;
  - 10.5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
  - 10.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
  - 10.7 provide or appoint others to provide guidance, representation and advocacy;
  - 10.8 purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
  - 10.9 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law);



- 10.10 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law);
- 10.11 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;
- 10.12 trade in the course of carrying out any of its objects;
- 10.13 incorporate wholly owned subsidiary companies to carry on any taxable trade;
- 10.14 subject to clause 11 employ and pay employees and professionals or other advisors;
- 10.15 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;
- 10.16 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);
- 10.17 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 10.18 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 10.19 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:-
  - 10.19.1 the investment policy is set down in writing for the financial expert by the Trustees;
  - 10.19.2 every transaction is reported promptly to the Trustees;
  - 10.19.3 the performance of the investment is reviewed regularly by the Trustees;
  - 10.19.4 the Trustees are entitled to cancel the delegation at any time;
  - 10.19.5 the investment policy and the delegation arrangements are reviewed at least once a year;
  - 10.19.6 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
  - 10.19.7 the financial expert may not do anything outside the powers of the Trustees;

- 10.20 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;
- 10.21 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;
- 10.22 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;
- 10.23 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects;
- 10.24 subject to the prior approval of University Council, convert to and transfer all its assets and liabilities to a charitable incorporated organisation (CIO) and to pay any costs associated with doing so;
- 10.25 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;
- 10.26 co-operate with other bodies;
- 10.27 set aside funds for special purposes or as reserves against future expenditure;
- 10.28 insure the property of the Union against any foreseeable risk and take out other insurance policies to protect the Union when required;
- 10.29 enter into contracts to provide services to or on behalf of other bodies; and
- 10.30 do all such other lawful things as shall further the Union's objects.
11. 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 or Trustees of the Union except for payment in good faith of:-
  - 11.1 any payment made to any beneficiary of the Union (including a Member);

- 11.2 reasonable and proper remuneration to any person other than a Trustee for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Union;
- 11.3 interest on money lent to the Union at a reasonable and proper rate;
- 11.4 any reasonable and proper rent for premises let to the Union;
- 11.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a Member of his or her immediate family holds not more than one per cent of the capital;
- 11.6 reasonable and proper out-of-pocket expenses of Trustees;
- 11.7 reasonable and proper premiums in respect of indemnity insurance in accordance with clause 10.25 of this Constitution;
- 11.8 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
- 11.9 reasonable and proper payment to any Sabbatical Trustee to be remunerated by the Union from time to time but:-
  - 11.9.1 only if the procedure described in clause 101 of the Constitution is followed in relation to the Sabbatical Trustees; and
  - 11.9.2 provided that this provision may not apply to more than five Sabbatical Trustees in any financial year at any one time; and
  - 11.9.3 subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).
- 12. This Constitution 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 CIO and Winding Up**

- 13. The following applies to the transfer of the Union's undertaking to a CIO.
  - 13.1 The Trustees pursuant to clause 10.24 with the prior approval of the Student Representative Council and University Council can convert the Union to a CIO where the constitution is as similar as possible to this Constitution allowing for variations necessitated by the different legal structure.

- 13.2 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 Durham University or if Durham 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 this Constitution impose upon the Union. The institution or institutions which are to benefit if Durham University has ceased to exist shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

### **Liability of Members**

14. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Union in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:-
- 14.1 payment of the Union's debts and liabilities contracted before he or she ceases to be a Member;
- 14.2 payment of the costs, charges and expenses of winding up; and
- 14.3 adjustment of the rights of the contributories among themselves.

### **Membership**

15. Until and including the Effective Date the Subscribers to the Memorandum shall be the Members of the Union. Thereafter, the Members of the Union shall be as follows:-
- 15.1 each and every Student who has not opted out by notifying Durham University of his or her wish not to be a Member of the Union;
- 15.2 the Sabbatical Trustees of the Union;
- 15.3 those students of the recognised colleges and licensed halls of residence who are not registered for courses taught within the University, but who make written application for membership;
- 15.4 all elected officers holding office under the constitution of any Common Room;
- 15.5 all elected offices of those organisations which are opted into the DSO Framework; and
- 15.6 all sabbatical officers employed by the Union
- and Members shall be entitled to the benefits set out in the Code of Practice.
16. A Member shall automatically cease to be a Member of the Union when he or she ceases to be a Student or opts out of Membership by giving written notice to

Durham University in accordance with the Standing Orders and/or when he or she ceases to be a Sabbatical Trustee, an elected officer under clauses 15.4 or 15.5 above or a sabbatical officer under clause 15.6.

17. In the case of Members other than the Sabbatical Trustees and the Student Trustees, a Member shall cease to be a Member of the Union if a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representation to the Trustees.
- 17.1 Any member removed by the Trustees under clause 17 shall have the right of appeal as for a Trustee laid out under clauses 94-97.
18. 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 Secretary and the Data Protection Officer of Durham University shall receive a copy of the written permission concerned and the information concerned.

### **Honorary Life Members**

19. In accordance with the Standing Orders the Student Representative Council may elect and remove Honorary Life Members of the Union. These shall be such persons as the Student Representative Council considers fit.
20. An Application for Honorary Life Membership shall be made in the form to be determined by the Student Representative Council from time to time and Honorary Life Membership shall be subject to such rights and obligations as the Student Representative Council consider appropriate.
21. Such Honorary Life Members shall not be Members for the purposes of the Constitution and shall not be entitled to vote on any matter.

### **General Meetings**

#### **Annual Members' Meetings**

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

### **Contents of Notice**

23. Every notice calling an annual Members' 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:-
- 23.1 receiving the Accounts;
  - 23.2 receiving the Trustees' Report;
  - 23.3 receive details of the appointment of the Auditors (if relevant);
  - 23.4 open questions to Trustees; and
  - 23.5 discussing and dealing with any other business put before them by the Trustees.

#### **Proceedings at Annual Members' Meetings**

24. No business shall be dealt with at any annual Members' meeting unless there is a quorum of at least one percent of the total Membership entitled to vote upon the business to be transacted.
25. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall count as a quorum.
26. The Student Representative Council Chair.
27. If the Student Representative Council Chair is unable or unwilling to do so, some other Member elected by those Members present and entitled to vote shall chair the meeting.

#### **Extraordinary General Meetings**

28. Any general meeting which is not an annual Members' meeting is an EGM.
29. An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least one percent of the total Membership or the Student Representative Council or if the Trustees are required to do so by the Members under the Companies Acts.
30. There is a quorum at an EGM if there are at least one percent of the total Membership present.
31. The Student Representative Council Chair
32. If the Student Representative Council Chair is unable or unwilling to do so, some other Member elected by those Members present and entitled to vote shall chair the EGM.

### **Length of Notice**

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

### **Proxy Forms**

34. In every notice calling a meeting of the Union there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a general meeting.

### **Service of Notice**

35. Notice of general meetings shall be given to every Member and to the Trustees.

### **Proceedings at General Meetings**

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

### **Votes of Members at General Meetings**

38. A resolution voted on at a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with this Constitution.
39. Except where otherwise provided by this Constitution, on a show of hands every Member shall have one vote. On a poll, every Member present in person or by proxy shall have one vote.
40. Unless otherwise provided in this Constitution every issue shall be decided by a majority of the votes cast.
41. 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 general meetings shall be further set out in the Standing Orders of the Union, as amended from time to time.

### **42. Poll**

- 42.1 A poll on a resolution may be demanded:-

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

- 42.1.2 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.
- 42.2 A poll may be demanded by:-
  - 42.2.1 the chair of the meeting;
  - 42.2.2 the Trustees;
  - 42.2.3 two or more persons having the right to vote on the resolution;
  - 42.2.4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes; or
  - 42.2.5 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.
- 42.3 A demand for a poll may be withdrawn if:-
  - 42.3.1 the poll has not yet been taken; and
  - 42.3.2 the chair of the meeting consents to the withdrawal.
- 42.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

### **Amendments to the Constitution**

- 43. The Trustees and Durham University shall review the constitution every five years, with effect from the date that this Constitution comes into effect.
- 44. Any vote to amend the Constitution shall require the following:-
  - 44.1 the approval of a 75% majority of the Members of the Union voting by Referenda provided that at least 5% of the total Membership entitled to vote upon the amendments vote on the Referendum; and
  - 44.2 the approval of the University Council.

### **Trustees**

#### **Appointment of Trustees**

- 45. Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first charity trustees of the Union (the "Trustees") until and including the Effective Date. Thereafter, the Trustees of the Union ("the Trustees") shall be made up of the following persons:-



- 45.1 not more than five Sabbatical Trustees appointed in accordance with clauses 47-52;
- 45.2 not more than four Student Trustees appointed in accordance with clauses 54 and 55;
- 45.3 not more than four Co-opted Trustees appointed in accordance with clauses 57 and 58.

For the avoidance of doubt, those Sabbatical Trustees, Student Trustees and Co-Opted Trustees who were acting as trustees of the unincorporated charity known as Durham Students' Union on the Effective Date shall be the first Sabbatical Trustees, Student Trustees and Co-Opted Trustees of the Union and shall be deemed for the purposes of this clause to have been appointed as Trustees of the Union on the date on which they were appointed as trustees of that unincorporated charity. Further, any Trustees who had been elected to act as future trustees of the unincorporated charity from a particular date shall be deemed to have also been elected to act as Trustees of the Union as from that date.

- 46. 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.

**Sabbatical Trustees**

- 47. Five Sabbatical Trustees shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Standing Orders and shall remain in office for a term of usually twelve months, as specified in the Standing Orders. 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 Sabbatical Trustee will enter into a contract of employment with the Student Union for a term to be determined by this Constitution.
- 48. One of the five Sabbatical Trustees shall be elected to the post of Union President and one shall be elected to the post of DUCK Officer. The remaining Sabbatical Trustees shall be elected to such full-time posts as are specified in the Standing Orders of the Union from time to time.
- 49. Subject to the transitional changes in the term of office as set out in clause 47:-
  - 49.1 Sabbatical 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 Standing Orders; and
  - 49.2 the maximum total term that a Sabbatical Trustee may serve is twenty four months, and for the avoidance of doubt no person shall hold a sabbatical or other paid elected union office of any kind, for a period of more than two years in total.

50. Each Sabbatical Trustee must be a Member of the Union at the time of his or her election.
51. The Sabbatical Trustees shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act.
52. A Sabbatical Trustee shall become a Member of the Union for a term of 12 months on the commencement of his or her appointment or re-appointment as Sabbatical Trustee.
53. The duties and payment of each Sabbatical Trustee shall be as set out in the Standing Orders (as amended from time to time).

### **Student Trustees**

54. Four Student Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Standing Orders and shall remain in office for a term of usually twelve months as specified in the Standing Orders. 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.
55. Student Trustees may be re-elected for a further non-renewable terms of usually one year. 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. The maximum total term that a Student Trustee may serve is twenty four months.
56. Each Student Trustee must be a Student at the time of his or her election (and shall continue to be a Student for the duration of his or her term as a Student Trustee).

### **Appointment of Co-opted Trustees**

57. The Trustees shall co-opt by a simple majority of those present and voting up to four such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees subject to ratification by the Student Representative Council. Unless their appointment is terminated in accordance with clause 90, Co-opted Trustees shall remain in office for terms of up to 4 years calculated from the date of appointment.
58. 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, but shall not be eligible for reappointment once they have served a maximum aggregate term of 8 years.

### **Powers and Duties of the Board of Trustees**

59. The Board of Trustees shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, this Constitution and the Standing Orders) may exercise all the powers of the Union. No alteration of this Constitution or the Standing Orders 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.

60. The Board of Trustee's powers under clause 59 shall include but not be limited to ultimate responsibility for:-
- 60.1 the governance of the Union;
  - 60.2 the budget of the Union; and
  - 60.3 setting the strategy and direction of the Union.
61. The Board of Trustees shall provide the Student Representative Council with a regular update of its meetings and decisions (and at least four such updates a year) either orally or in writing.

### **Standing Orders**

62. The Trustees shall have the power from time to time to make, repeal or alter Standing Orders as to:-
- 62.1 the management of the Union and its affairs;
  - 62.2 the duties of any officers or employees of the Union;
  - 62.3 the financial procedures of the Union;
  - 62.4 the conduct of business by the Trustees and any committee of the Trustees; and
  - 62.5 any matters or things within the powers or under the control of the Trustees.

Orders shall not be inconsistent with the Constitution.

63. The Student Representative Council shall have the power from time to time to make, repeal or alter Standing Orders as to:-
- 63.1 the conduct of business by the Student Representative Council and any committee of the Student Representative Council; and
  - 63.2 any matters or things within the powers or under the control of the Student Representative Council

provided that such Standing Orders shall not be inconsistent with the Constitution.

64. The Trustees and Student Representative Council shall have the power from time to time to make, repeal or alter Standing Orders as noted in 63 provided that such Standing Orders shall:-
- 64.1 not be inconsistent with the Constitution;
  - 64.2 be consistent with Union strategy;

- 64.3 be subject to consultation with the Members of the Union. No such Standing Order 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
- 64.4 be subject to approval by the Student Representative Council (such approval not to be unreasonably withheld or delayed) and no such Standing Orders shall be valid until such approval has been obtained.

### **Guidance and Strategy Documents**

65. The Trustees shall have the power, from time to time to make, repeal or alter Guidance and strategy Documents provided that such Guidance and Strategy Documents shall not be inconsistent with this Constitution.

### **Delegation of Trustees' Powers**

66. 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:-
- 66.1 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
- 66.2 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
- 66.3 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
- 66.4 all delegations shall be revocable at any time; and
- 66.5 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.
67. The meetings and proceedings of any committee shall be governed by the provisions of the Constitution and the Standing Orders 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).
68. The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under clause 66):-
- 68.1.1 Finance Committee;
- 68.1.2 DUCK Committee.

69. The Trustees may by a resolution of those present and voting invite the Chief Executive of the Union to attend and speak (but not vote) at meetings of the Finance Committee.
70. 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 Committee. External Advisors may attend and speak (but not vote) at meetings of the Finance Committee.
71. Subject to clause 71.1.2, the Trustees may delegate all financial matters to the Finance Committee, including:-
- 71.1.1 all matters relating to the remuneration of employees of the Union; and
- 71.1.2 the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that the Finance Committee shall not incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

#### **Expenses of Trustees**

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

#### **Chair and Honorary Officers**

73. The Trustee Chair shall be a Co-opted Trustee, as elected by the Trustee Board. Trustees may at any time remove the Trustee Chair from the office of Trustee Chair.
74. 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**

75. Subject to the provisions of this Constitution and the Standing Orders of the Union, the Trustees may regulate their proceedings as they think fit.
76. Three Trustees may, and the Chief Executive 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.

77. 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.
78. The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, no business may be dealt with at a meeting of the Trustees unless at least five Trustees are present comprising of, so far as is practicable, having regard to any vacancies on the Board of Trustees, a majority of Sabbatical Trustees and Student Trustees over the number of Co-opted Trustees and at least one Co-opted Trustee.
79. 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.
80. 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.
81. 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.
82. 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.
83. The Trustees shall invite the Chief Executive of the Union to attend and speak at meetings of the Board of Trustees. The Chief Executive shall not be entitled to vote or count in the quorum upon any business dealt with at such meetings.
84. The Trustees shall hold a minimum of four meetings in any Academic Year.

#### **Written and Email approval of resolutions**

85. A written resolution signed by all Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
86. A resolution of the Trustees which is approved in whole by email or in part in writing and by email shall be as valid and effectual as if it had been passed at a meeting of the Trustees, provided the following conditions are complied with:-

- 86.1 such a resolution must be approved by email by all Trustees, except for any Trustee who has signed a resolution in writing in like form or who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present (whether as a result of a conflict of interest or otherwise);
- 86.2 notice of all proposed resolutions must be given to all Trustees;
- 86.3 approval from each Trustee entitled to give his or her approval must be received by such person as the entire Board of Trustees shall have nominated in advance for that purpose (“the Recipient”), which person shall, for the avoidance of doubt, be one of the members of the Board of Trustees;
- 86.4 approval from a Trustee must be sent from an email address previously notified by that Trustee in person to the Trustee Chair as intended for use by that Trustee for the purpose of sending such email confirmations;
- 86.5 following receipt of a response on any resolution from each Trustee entitled to give his or her approval, the Recipient shall circulate a further email to all Trustees confirming whether the resolution has been formally approved by the Board of Trustees in accordance with the terms of this clause 86; and
- 86.6 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

#### **Disqualification and Removal of Trustees**

87. The office of a Trustee shall be vacated if:-
- 87.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law;
- 87.2 he or she becomes prohibited by law from being a charity trustee;
- 87.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 87.4 the Trustees reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that he or she be removed from office;
- 87.5 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
- 87.6 he or she is absent from two consecutive meetings of the trustees without good cause;
- 87.7 he or she is removed from office under clauses 88-91.

#### **Removal of Sabbatical Trustees**

88. The office of a Sabbatical Trustee shall be vacated if:-
- 88.1 a secure petition for a motion of no confidence in the Sabbatical 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 Standing Orders and clause 109.2; or
- 88.2 he or she is removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a Trustee or as an elected officer, in accordance with the Standing Orders. For the avoidance of doubt, Co-opted Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be 4 made up of Sabbatical and Student Trustees and the quorum in clause 78 shall be adjusted accordingly. 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, provided that the Trustee Chair was entitled to a first vote on the matter.
89. Subject to clauses 92-96, a Trustee removed under clause 88.1 or 88.2 shall be removed both from his or her remunerated sabbatical position within the Union and as a Sabbatical Trustee of the Union.

#### **Removal of Co-opted Trustees**

90. The office of Co-opted Trustee shall be vacated if:-
- 90.1 a secure petition for a motion of no confidence in the Co-opted 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 Standing Orders and clause 109.3; or
- 90.2 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 Standing Orders. 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.

#### **Removal of Student Trustees**

91. The office of a Student Trustee shall be vacated if:-
- 91.1 a secure petition for a motion of no confidence in the Student Trustee 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 Standing Orders and clause 109.4; or
- 91.2 he or she is removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a Trustee or as an elected officer, in accordance with the Standing Orders. For the avoidance of doubt, Co-opted



Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be 4 made up of Sabbatical and Student Trustees and the quorum in clause 78 shall be adjusted accordingly. 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, provided that the Trustee Chair was entitled to a first vote on the matter.

### **Rights of Removed Trustee**

92. A resolution to remove a Trustee in accordance with clauses 88.2, 90.1, or 91.1 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.

93. A Trustee removed from office in accordance with clauses 88.2, 90.1 or 91.1 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:-

93.1 one member of the University Council;

93.2 the Student Representative Council Chair; and

93.3 one external member.

Provided that, in the event that the Student Representative Council Chair has a conflict of interest in the matter in question, the Student Representative Council Chair shall not act as a member of the Appeal Body in relation to that matter, and shall be replaced by such other member of the Student Representative Council as is chosen by the Student Representative Council.

94. The members of the Appeal Body must not have been involved in the original decision to remove and its procedures will be as set out in the Standing Orders.

95. A resolution of the Appeal Body approving or not approving the removal shall be made in accordance with the procedure set out in the Standing Orders.

96. 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 this Constitution as if no resolution to remove the Trustee had been passed.

### **Replacement of Trustees**

97. If a Sabbatical Trustee or a Student 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 this Constitution and the Standing Orders of the Union.

98. If a Student Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of this Constitution and the Standing Orders of the Union.
99. If a Sabbatical Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of this Constitution and the Standing Orders of the Union. For the avoidance of doubt, any individual so appointed shall be appointed as a Trustee of the Union only. He or she shall not take on the wider role of Sabbatical Officer of the Union undertaken by the former Sabbatical Trustee and shall not be paid. A Trustee appointed in accordance with this clause shall remain in office until the next elections are held and the newly appointed Sabbatical 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 Sabbatical trustee takes office.

If a Co-Opted Trustee retires, is disqualified or is removed from office at any time, the Trustees may co-opt a replacement Trustee pursuant to the provisions of clause 57.

### **Conflicts of Interest**

101. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation, other than Durham 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:-
- 101.1 declare an interest before discussion begins on the matter;
- 101.2 withdraw from that part of the meeting unless expressly invited to remain;
- 101.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
- 101.4 in the case of personal interests withdraw during the vote and have no vote on the matter.
102. In particular clauses 101.1 to 101.4 shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be paid by the Union as an employee of the Union.

### **Student Representative Council**

103. The Student Representative Council shall have the authority to:-
- 103.1 represent the voice of the Students;
- 103.2 subject to clause 109.5, set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the Standing Orders) and enforce this policy

as agreed by any such referenda (provided that this does not conflict with the Board of Trustees' powers under clause 59;

- 103.3 make, repeal and amend the Standing Orders in accordance with clause 63;
- 103.4 make, repeal, and amend the Standing Orders jointly with the Trustees in accordance with clause 64;
- 103.5 receive a quarterly report from the Trustees.
- 104. The composition and proceedings of the Student Representative Council shall be set out in the Standing Orders. No member may hold more than one seat on the Student Council at any one time.
- 105. Removal of any member of the Student Representative Council shall be in accordance with the Constitution and Standing Orders.
- 106. The Student Representative Council shall meet in accordance with the Standing Orders as amended from time to time.
- 107. The Student Representative Council shall provide the Board of Trustees with an update of its meetings and decisions at least four times in any Academic Year either orally or in writing.

#### **Referenda**

- 108. All members of the Union shall be entitled to vote in Referendum called in accordance with clauses 44.1, 88.1, 90.1, 91.1 and 103.2 and Standing Orders, Guidance and Strategy.
- 109. Referenda may be called to determine the following:-
  - 109.1 in accordance with clause 44, to agree changes to the Constitution, a quorum of 5% of members will be required to validate the Referendum and a majority of 75% will be required for the changes to be approved;
  - 109.2 in accordance with clause 88.1, to pass a motion of no confidence in a Sabbatical Trustee, a quorum of 5% of members will be required to validate the Referendum and a simple majority will be required for the motion to be approved;
  - 109.3 in accordance with clause 90 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 simple majority will be required for the motion to be approved;
  - 109.4 in accordance with clause 91, to pass a motion of no confidence in a Student Trustee, a quorum of 5% of members will be required to validate the Referendum and a simple majority will be required for the motion to be approved;

- 109.5 in accordance with clause 59 and clause 103.2 to agree political and campaign policy referred to referendum by the Trustee Board, Student Representative Council or Open Meeting, a quorum of 5% of members will be required to validate the Referendum and a simple majority will be required for the motion to be approved;
- 109.6 in accordance with the Standing Orders, to call a Referendum on affiliations, a quorum of 5% of members will be required to validate the Referendum and a simple majority will be required for the motion to be approved.
110. Referendum can be called on any issue by the following:-
- 110.1 a simple majority of the Trustee Board;
- 110.2 a two thirds majority of the Student Representative Council;
- 110.3 a simple majority of members present and voting in an General Meeting with a quoracy of one percent of the total Membership entitled to vote;
- 110.4 any Member via a secure petition signed by one percent of the total Membership entitled to vote.

## **General**

### **Minutes**

111. 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.
112. Members have the right to ask the Trustees questions in writing about the contents of any documents referred to in clause 111, and may expect a response within 21 days.

### **Accounts and Reports**

113. The Union may in any general meeting impose reasonable restrictions as to the time at which and the manner in which the books and accounting records of the Union may be inspected by the Members but subject to which the books and accounting records shall be open to inspection by the Members during usual business hours.
114. The Trustees shall comply with the requirements of the Education Act, the Companies Acts (or any statutory re-enactment or modification of those Acts) and any requirements of charity law as to keeping financial records and the audit or examinations of accounts, maintaining a Members' register and the preparation and transmission to the Registrar of Companies and the Charity Commission of annual reports, annual returns and annual statements of account.

## **Notices**

115. Any notice to be given to or by any person pursuant to the Constitution shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
116. The Union may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her address or by leaving it at that address, or by facsimile or by electronic means to his or her address or by posting it on the Union website.
117. If notice of a meeting is posted on the Union website, the Union must notify Members in accordance with the provisions of clause 115 of the presence of the notice on the website and the notification must state that it concerns notice of a meeting and include the place, date and time of the meeting. The notice must be available on the website throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.
118. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and of the purpose for which it was called.
119. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication 48 hours after the time it was sent, or in the case of a notice posted on the Union website 48 hours after it was posted.

## **Disciplinary Procedure**

120. The Trustees shall prepare and implement a disciplinary procedure, details of which shall be contained in the Standing Orders.
121. 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.
122. The disciplinary procedure may include sanctions, including the indefinite suspension of any or all of the privileges of Membership of the Union.

## **Indemnity**

123. Subject to the provisions of the Companies Acts 1985 to 2006, 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.

**Exclusion of Model Articles**

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