The Memorandum & Articles of Association is the Governing Document of the students’ union. It is a legal document. This document needs to be reviewed every 4 years, previously the students’ union has given the M&A a ‘tune up’ however not a full review.

The Board has noted its intention to increase the number of external trustees

Administrative changes are proposed, the objects and other regulatory elements will not be changed, therefore no formal approval will be required from the Charity Commission.

Below is an extract from the M&A which notes the process for amending the document:

***9. Reviewing and Amending the Articles***

*9.1 The University of Wales Trinity Saint David shall be required to review the provisions of the Union’s Articles of Association at intervals of not more than five years.*

*9.2 Any amendment to the Union’s Articles of Association shall require the following:*

*9.2.1 The circulation by the Board of Trustees of a proposal to amend the Articles to the Student Chapters Leadership Committees (the “Proposal”);*

*9.2.2 A period of time (as set out in the Bye-Laws) during which the Student Chapter Leadership Committees shall consult with the Student Chapters and any amendments to the Proposal may be submitted to the Board of Trustees;*

*9.2.3 The circulation by the Board of Trustees to all the Student Chapter Leadership Committees of a resolution to approve either the Proposal or a revised Proposal incorporating these amendments submitted in accordance with Article 9.2.2 which the Board of Trustees in their absolute discretion have accepted;*

*9.2.4 A resolution passed by each Students’ Union Council by a two thirds majority vote approving the Proposal or the amended Proposal (as the case may be);*

*9.2.5 a special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Chapter Leadership Committees in accordance with Article 9.2.4; and*

*9.2.6 The approval of the University of Wales Trinity Saint David.*

Current timetable:

02 October Board approve final suggested amendments to M&A

16 October ‘The Proposal’ is made available for consultation with students

23 October Deadline for student comment / suggested amendments

30 October Deadline for Board of Trustees to approve any suggested amendments from students

23 November Campus Council Week (For votes at each Campus Council to approve the changes)

25 November UWTSD Council

30 November Company Law Meeting during this week

Beyond… M&A in their completed form are submitted to Companies House and uploaded to the students’ union website

Wrigley’s (the union’s preferred solicitors) have already been contacted and are happy to support the process of amendments.

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| --- | --- | --- | --- |
| **Page and reference** | **Current** | **Amendment** | **Rationale** |
| Page 3, 4.3 | 4.3 providing social, cultural, sporting and recreational activities and forums for debate for the personal development of its students | 4.3 providing social, cultural, sporting and recreational activities, and forums for debate for the personal development of its students | Oxford comma between activities and forums for debate |
| Page 3, 5.2 | 5.2 establish, support, promote and operate a network of student activities for Student Members and associate members, if any; | 5.2 establish, support, promote, and operate a network of student activities for Student Members and associate members, if any; | Oxford comma between promote and operate |
| Page 3, 5.3 | * 1. support any “Raising and Giving” (RAG) or similar fundraising activities carried out by its Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised; | * 1. support any “Raising and Giving” (RAG) or similar fundraising activities carried out by its Student Members for charitable causes, including the provision of administrative support, banking facilities, and acting as a holding trustee of any funds raised; | Oxford comma between facilities and acting |
| Page 8, 6.4 | Subsidiary Companies | 6.4 Subsidiary Companies | Sub-title would be 6.4, with the note “A Trustee may receive the following benefits from any Subsidiary Company:” no-longer having a number related to it. |
| Page 10, 11.1.1 | * + 1. each and every Student who has not opted out by notifying University of Wales Trinity Saint David or the Union of his or her wish not to be a Student Member of the Union; and | * + 1. each and every Student who has not opted out by notifying University of Wales Trinity Saint David or the Union of their wish not to be a Student Member of the Union; and | Removal of ‘his or her’, instead replaced with gender neutral of ‘their’ |
| Page 10, 12 | 12. Termination of Student Membership  Student Membership shall not be transferable and shall cease on death. A Student Member shall cease to be a Student Member of the Union if:   * 1. he or she ceases to be a Student. For the avoidance of doubt, this will include the situation where a Student Member’s Student status with University of Wales Trinity Saint David is revoked by University of Wales Trinity Saint David;   2. he or she ceases to be a Sabbatical Officer;   3. he or she opts out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws; or   4. a decision is made to remove him or her from Student Membership of the Union in accordance with the Union’s code of conduct. | 12. Termination of Student Membership  Student Membership shall not be transferable and shall cease on death. A Student Member shall cease to be a Student Member of the Union if:  12.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Student Member’s Student status with University of Wales Trinity Saint David is revoked by University of Wales Trinity Saint David;  12.2 they cease to be a Sabbatical Officer;  12.3 they opt out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws; or  12.4 a decision is made to remove them from Student Membership of the Union in accordance with the Union’s Code of Conduct. | Removal of ‘he or she’ and ‘his or her’ instead replaced with gender neutral of ‘their’  Code of Conduct (capitalised to be consistent with ‘Code of Practice’ reference in 11.2) |
| Page 10, 16 | 16.1 The Board of Trustees will establish and monitor a “code of conduct” that all Student Members shall be required to adhere to, including when Student Members are involved in activities or at events that are administered or organised by the Union. | 16.1 The Board of Trustees will establish and monitor a “Code of Conduct” that all Student Members shall be required to adhere to, including when Student Members are involved in activities or at events that are administered or organised by the Union. | Code of Conduct (capitalised to be consistent with reference in 11.2 and 12.4) |
| Page 12, 19 | 19. Subject to Article 34.3, the SU Council has the authority to set the Policy of the Union and refer Policy to Referenda of the Student Members. Council is to recieve a termly report from Trustees. | 19. Subject to Article 34.3, the SU Council has the authority to set the Policy of the Union and refer Policy to Referenda of the Student Members. Council is to receive a quarterly report from Trustees. | Correction of spelling error to ‘receive’  Consistent ‘quarterly’ (as referenced in 18.1.3) rather than termly |
| Page 13, 21 | 21. **Student Members’ meetings**  21.1 The Union may hold Student Members’. Such meetings shall be called and held in accordance with the Bye-Laws. | 21. **Student Members’ meetings**  21.1 The Union may hold Student Members’ meetings. Such meetings shall be called and held in accordance with the Bye-Laws. | Insertion of the missing word ‘meetings’ |
| Page 12, Written Resolutions | **WRITTEN RESOLUTIONS** | ***WRITTEN RESOLUTIONS*** | Italicised for stylistic consistency |
| Page 14, 23.4 | 23.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse. | 23.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse. | Removal of ‘his or her’, instead replaced with gender neutral of ‘their’ |
| Page 15, 24.1 | 24.1 the Multi-Campus Sabbatical Trustee elected in accordance with Article 24.2; | 24.1 the Multi-Campus Sabbatical Trustee elected in accordance with Article 25; | Reference changed from Article 24.2 to Article 25 |
| Page 15, 24.4 | 24.4 not more than four External Trustees and Alumni Trustees in total, appointed in accordance with Article 27 and Article 28. | 24.4 not more than five External Trustees ~~and Alumni Trustees~~ in total, appointed in accordance with Article 27 and Article 28. | The Board would like to add an additional external trustee so that each external trustee mentors a sabbatical trustee with the Alumni trustee acting a point of contact for the Chief Executive. (Note: for the purpose of clarity no external, Alumni, or student trustees are paid and the Board would still be majority students)  The Chair of the Board of Trustees has requested the removal of the requirement for one of the trustees to be an Alumni. An Alumni can still be appointed the position, but no longer essential. |
| Page 15, 25.2 | 25.2 One Sabbatical Officer shall be elected to represent all Members of the Union. | 25.2 One Sabbatical Officer shall be elected to represent all Members of the Union referred to as the ‘Multi-Campus President’. | For the avoidance of doubt this reference was included. |
| Page 15, 25.3 | 25.3 Up to four Sabbatical Officers, including the Multi-Campus Sabbatical Trustee, shall be elected in accordance with Article 25.1 to posts specified in the Bye-Laws and each of these Sabbatical Officers shall also hold office as a Sabbatical Trustee until he or she ceases to be a Sabbatical Officer in accordance with Article 32 or ceases to be a Sabbatical Trustee in accordance with Articles 29 or 30. Except where otherwise indicated, references in these Articles to “Sabbatical Trustees” are to individuals acting solely in their capacity as Sabbatical Trustees. Other Sabbatical Officers may be elected in accordance with Article 25.1 to such other posts as may be specified in the Bye-Laws from time to time but such Sabbatical Officers will not also hold office as Sabbatical Trustees. | 25.3 Up to four Sabbatical Officers, including the Multi-Campus Sabbatical Trustee, shall be elected in accordance with Article 25.1 to posts specified in the Bye-Laws and each of these Sabbatical Officers shall also hold office as a Sabbatical Trustee until they cease to be a Sabbatical Officer in accordance with Article 32 or ceases to be a Sabbatical Trustee in accordance with Articles 29 or 30. Except where otherwise indicated, references in these Articles to “Sabbatical Trustees” are to individuals acting solely in their capacity as Sabbatical Trustees. Other Sabbatical Officers may be elected in accordance with Article 25.1 to such other posts as may be specified in the Bye-Laws from time-to-time but such Sabbatical Officers will not also hold office as Sabbatical Trustees. | Removal of ‘he or she’, instead replaced with gender neutral of ‘they’  “time to time” amended to “time-to-time” |
| Page 16, 25.5 | 25.5 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of his or her election. In accordance with Article 11, each Sabbatical Officer shall become a Student Member of the Union on commencement of his or her appointment or re- | 25.5 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Article 11, each Sabbatical Officer shall become a Student Member of the Union on commencement of his or her appointment or re- | Removal of ‘his or her’, instead replaced with gender neutral of ‘their’ |
| Page 17, 26.3 | 26.3 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). | 26.3 Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Student Trustee). | Removal of ‘his or her’, instead replaced with gender neutral of ‘their’ |
| Page 17, 26.4 | 26.4 Student Trustees shall remain in office for a term of one years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end. | 26.4 Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end. | Correction from ‘Years’ to ‘Year’ |
| Page 17, 27 | 27. Alumni Trustees  27.1 Alumni Trustees shall be appointed by a simple majority vote of the Trustees.  27.2 Unless their appointment is terminated in accordance with Articles 29, 30 or 31, Alumni Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.  27.3 Alumni Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive. | ~~27. Alumni Trustees~~  ~~27.1 Alumni Trustees shall be appointed by a simple majority vote of the Trustees.~~  ~~27.2 Unless their appointment is terminated in accordance with Articles 29, 30 or 31, Alumni Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.~~  ~~27.3 Alumni Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.~~ | As per amended 24.2 the requirement for a Trustee position to be held for an Alumni is no longer needed. |
| Page 17, 29 | 29. Disqualification, Resignation and Removal of Trustees | 29. Disqualification, Resignation, and Removal of Trustees | Oxford comma after Resignation |
| Page 19, 29.2 – 29.9 | 29.2 he or she becomes prohibited by law from being a charity trustee;  29.3 in the case of a Sabbatical Trustee, he or she ceases to be a Sabbatical Officer or resigns an employee of the Union;  29.4 in the case of a Student Trustee, he or she ceases to be a Student;  29.5 in the case of a Sabbatical Trustee or a Student Trustee, he or she is removed from Student Membership of the Union in accordance with the Union’s code of conduct;  29.6 he or she resigns by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);  29.7 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;  29.8 he or she fails to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or  29.9 he or she is removed from office under Article 30 or 31. | 29.2 they become prohibited by law from being a charity trustee;  29.3 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer or resigns an employee of the Union;  29.4 in the case of a Student Trustee, they cease to be a Student;  29.5 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from Student Membership of the Union in accordance with the Union’s code of conduct or through expulsion from the university (as noted in 29.4);  29.6 they resign by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);  29.7 the Trustees reasonably believe they are 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;  29.8 they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or  29.9 they are removed from office under Article 30 or 31. | Removal of ‘his or her’ and ‘he or she’ instead replaced with gender neutral of ‘their’ or ‘they’ where relevant as well a the succeeding word changing from plural to singular  The Chair of the Board of Trustees has requested that 29.5 clearly reference expulsion from the university for the avoidance of doubt. |
| Page 19, 30.2 | 30.2 If a Trustee who is a Sabbatical Officer is removed, he or she will be automatically removed as an Officer. | 30.2 If a Trustee who is a Sabbatical Officer is removed, they will be automatically removed as an Officer. | Removal of ‘he or she’, instead replaced with gender neutral of ‘they’ |
| Page 19, 31 | 31. Removal of Trustees by the Board  The office of Alumni Trustee or External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 45. | 31. Removal of Trustees by the Board  The office of ~~Alumni Trustee or~~ External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 45. | Removal of Alumni |
| Page 19, 33.3 | 33.3 If an Alumni Trustee or an External Trustee resigns, is disqualified or is removed from office, an Alumni Trustee or an External Trustee (as appropriate) shall be appointed to the vacancy in accordance with Article 27.1 or 28.1 respectively. | 33.3 If ~~an Alumni Trustee or~~ an External Trustee resigns, is disqualified or is removed from office, an ~~Alumni Trustee or an~~ External Trustee (as appropriate) shall be appointed to the vacancy in accordance with Article 27.1 or 28.1 respectively. | As noted throughout the removal of references to Alumni Trustees |
| Page 20, 34.1 | 34.1 The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union. | 34.1 The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles, and the Bye-Laws) may exercise all the powers of the Union. | Oxford comma after “these articles” |
| Page 22, 37.2 and 37.4 | 37.2 the Trustees shall provide the Chief Executive with a description of his or her role and the extent of his or her authority;  37.4 the Trustees shall provide the Chief Executive with a performance management structure to aid his or her work plan and development. | 37.2 the Trustees shall provide the Chief Executive with a description of his or her role and the extent of their authority;  37.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development. | Removal of ‘his or her’, instead replaced with gender neutral of ‘their’ |
| Page 24, 46 | 46. Chair and Deputy Chair  46.1 The Multi-Campus Sabbatical Trustee from time to time shall be the Chair of the Trustees. In the event that there is no Multi-Campus Sabbatical Trustee in office, the Trustees shall another Sabbatical Trustee to be Chair of the Trustees and may at any time remove them from office.  46.2 The Trustees shall appoint an Alumni Trustee or an External Trustee to be Deputy Chair of the Trustees and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.  46.3 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting. | 46. Chair and Deputy Chair  46.1 An External Trustee shall be Chair of the Trustees. The Multi-campus President shall be Deputy Chair. In the event that there is no Multi-Campus Sabbatical Trustee in office, the Trustees shall appoint another Sabbatical Trustee to be Chair of the Trustees and may at any time remove them from office (of Deputy Chair).  46.2 ~~The Trustees shall appoint an Alumni Trustee or an External Trustee to be Deputy Chair of the Trustees and may at any time remove them from office.~~ The role of the Deputy Chair will be to support the Chair to transact business. The role further cements the connection between the Sabbatical Trustees and the Board.  ~~46.3 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.~~ | Current practice is that the Alumni Trustee is Chair of the Board in order to ensure that sabbatical officers are able to fully take part within debates and discussions.  As part of a development initiative called the ‘Good Governance Project’ it notes that a more developed role profile of Chair and Deputy Chair be developed.  Clarification that the reference to removing from office relates to the Deputy Chair role rather than their role as a trustee. |
| Page 24, 47 | 47. Casting vote  Questions arising at a Trustees’ meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have. | 47. Casting vote  Questions arising at a Trustees’ meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have. | Removal of ‘he or she’, instead replaced with gender neutral of ‘they’ |
| Page 25, 49.1 and 49.2 | 49.1 Unless Article 49.2 applies, a Trustee must declare the nature and extent of:  49.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Union; and  49.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Union or his or her duties to the Union. | 49.1 Unless Article 49.2 applies, a Trustee must declare the nature and extent of:  49.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Union; and  49.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Union or their duties to the Union. | Removal of ‘he or she’, instead replaced with gender neutral of ‘they’ and subsequent plural to singular |
| Page 25, 49.4.1 | 49.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than: | 49.4.1 the decision could result in the Trustee or any person who is Connected with them receiving a benefit other than: | Removal of ‘he or she’, instead replaced with gender neutral of ‘them’ |
| Page 26 | in which case he or she must comply with Article 49.5 | in which case they must comply with Article 49.5 | Removal of ‘he or she’, instead replaced with gender neutral of ‘they’ |
| Page 26, 49.5 | 49.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 49.5, he or she must: | 49.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 49.5, they must: |  |
| Page 26, 49.6 | ***Continuing duties to the Union***  49.6 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:  49.6.1 the Trustee shall not be in breach of his or her duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and  49.6.2 the Trustee shall not be accountable to the Union for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position. | ***Continuing duties to the Union***  49.6 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:  49.6.1 the Trustee shall not be in breach of their duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and  49.6.2 the Trustee shall not be accountable to the Union for any benefit expressly permitted under these Articles which they or any person Connected with him or her derives from any matter or from any office, employment or position. | Removal of ‘he or she’, instead replaced with a relevant gender neutral term |
| Page 30, 59 | 59. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by 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 are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto. | 59. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto. | Removal of ‘he or she’, instead replaced with a relevant gender neutral term |
| Page 30, 60.1.3 | 60.1.3 “**Alumni Trustee**” a Trustee appointed in accordance with Article  27.1 who must have graduated from University of Wales Trinity Saint David for a period of at least five years 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; | ~~60.1.3 “~~**~~Alumni Trustee~~**~~” a Trustee appointed in accordance with Article~~  ~~27.1 who must have graduated from University of Wales Trinity Saint David for a period of at least five years 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;~~ | Removal of reference no longer required due to request to change variety of Alumni Trustee to External. |
| Page 32, 60.1.20 | 60.1.20 |  | Erroneous number removed |
| Page 33, 60.1.31 | 60.1.31 |  | Erroneous number removed |
|  | 60.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa. | 60.2 Words importing the singular shall include the plural and vice versa ~~and words importing the masculine shall include the feminine and vice versa.~~ | Removing the phrase relating to masculine and feminine due to gender-neutral language throughout the governing document |