

OPEN UNIVERSITY STUDENTS ASSOCIATION**Central Executive Committee (CEC)**

25 – 27 January 2019

INCORPORATION

The C E C is asked to:-

- i) **note** the update and the attached draft Articles of Association, as approved by the Board of Trustees

1. Background

- 1.1 At the last meeting, CEC members were provided with a copy of the draft Articles of Association (v8) for comment and feedback (paper 10/18/5) as part of a wider consultation which included seeking comment on the draft from our OU Liaison Group, further selected staff across key areas of the Open University not represented on the liaison group, our external legal advisors, our Board of Trustees and the University's external legal advisors.
- 1.2 This consultation process was carried out to enable us to collect and review feedback from across these stakeholders with a view to producing the final draft set. We received more than 40 individual points and comments as part of the consultation period. All comments received were logged, reviewed and responded to with an answer to the points raised.
- 1.3 During the period we also took on board additional feedback from a further meeting with the OU Liaison Group and a further review by both sets of external legal advisors. We continued the drafting process to take us from version 8 through to the final version which concluded with number 15.
- 1.4 The full compilation of feedback received, with our responses to each individual point, was shared with the Board of Trustees alongside the final revised version of the Articles of Association which incorporated all of the necessary changes so that Trustees could view the comments made and our actions taken.
- 1.5 This final version was presented to Trustees jointly by Peter Cowan (as previous VP Administration, continuing to support the drafting through to completion) and Rob Avann. Unfortunately the meeting on 3 December 2018 was not quorate on the day, however it gave the opportunity for discussion

and clarification. The final version of the Articles of Association were instead presented and approved via the Board of Trustees' online forum following the meeting.

- 1.6 They were approved subject to a final review by our external legal advisors, with particular focus on checking all of the cross-references, and a revision of the formatting in advance of presentation to Council. These steps are currently underway.

2. Next steps

- 2.1 The Articles of Association are now finalised and are presented here simply for information purposes.
- 2.2 However, they require the formal approval of the Open University's Council in line with the requirements of Section 22 of the Education Act 1994.
- 2.3 We are presenting the Articles of Association to the Vice Chancellor's Executive (VCE) on 7 February to enable their progression through to Council on 5 March 2019 where we fully hope and anticipate that they will be formally approved.
- 2.4 Once approved, the next steps will be to establish and formally register the new Charitable Company Limited by Guarantee and then to complete the remaining practical steps, which should not be underestimated in terms of the work required to complete the transfer of staff, assets, bank accounts and pensions from the current unincorporated Association over to the new body.
- 2.5 By the time of the next meeting of the CEC in April 2018, we should have secured formal approval and be underway with the planning and progression of those practical elements. A fuller update on a revised Project Route Map to get us through to the endpoint of the process will be provided for comment at that meeting.

Rob Avann
Chief Executive

Tim O'Brien
Incorporation Project Manager