

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

DRAFT 8

Cross-references to be inserted/checked
Definitions to be reviewed

**Memorandum
and
Articles of Association
of
The Open University Students² Association**

Company number :

Charity number:

Incorporated on

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The Open University Students Association

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Company Law Member of the company.

Name of each subscriber

Authentication by each subscriber

[*Insert names of subscribers*]

[**Signature:**

]

[**new Board members to insert here**]

Date of Incorporation :

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The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Articles of Association of The Open University Students Association

BACKGROUND

- A. The Open University Students Association (The Association) is a students' union within the meaning of the Education Act 1994. The Association is devoted to the educational interests and welfare of its Student Members.
- B. The Association will seek at all times to:
- (i) ensure that the diversity of its Student Membership is recognised and that equal access is available to all Student Members of whatever origin or orientation;
 - (ii) pursue its aims and objectives independent of any political party or religious group; and
 - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- C. These Articles have been structured to give the Board of Trustees reasonable authority to manage the affairs of the The Association in a professional manner. The Student Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Student Members.
- D. Under the Education Act 1994, The Open University has a statutory duty to ensure that The Association operates in a fair and democratic manner and is held to proper account for its finances. The Association therefore works alongside The Open University in ensuring that the affairs of The Association are properly conducted and that the educational and welfare needs of The Association's Student Members are met.

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article []. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

2. Name

The name of the company is The Open University Students Association. In these articles it is called "The Association".

3. Registered Office

The Registered office of The Association is Walton Hall, Milton Keynes. MK7 6AA.

4. Objects

The objects of The Association are the advancement of education of Students in the Open University for the public benefit by:

4.1 defending the principles of equal opportunity and of open access to the University regardless of academic qualifications or financial circumstances;

4.2 promoting the interests and welfare of Students at the Open University during their course of study and representing, supporting and advising Students;

4.3 being the recognised representative channel between Students and the Open University and any other external bodies;

4.4 asserting that all students studying with the Open University have the right to have their views heard and acknowledged by the Open University; and

4.5 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

5. Powers

To further its objects, but not to further any other purpose, The Association may:

5.1 provide services and facilities for Student Members;

5.2 establish, support, promote and operate a network of student activities for Student Members;

5.3 support any fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;

5.4 alone or with other organisations:

5.4.1 carry out campaigning activities;

5.4.2 seek to influence public opinion; and

5.4.3 make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh and Scottish charity may properly undertake and provided that The Association complies with the Education Act and any guidance published by the Charity Commission and the Office of the Scottish Charity Regulator (OSCR);

5.5 provide or procure the provision of advice, counselling and guidance;

5.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;

5.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

5.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

5.9 provide or appoint others to provide advice, guidance, representation and advocacy;

5.10 enter into contracts to provide services to or on behalf of other bodies;

5.11 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;

5.12 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

5.13 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in The Association's objects);

5.14 undertake and execute charitable trusts;

5.15 support, set up, amalgamate or merge with other charities with objects identical or similar to The Association's objects;

5.16 pay out of the funds of The Association the costs of forming and registering The Association;

5.17 accept (or disclaim) gifts of money and any other property;

5.18 raise funds by way of subscription, donation or otherwise;

5.19 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

5.20 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power The Association must comply as appropriate with the Charities Act 2011);

Commented [t1]: Why is this in brackets? Stone King to comment.

5.21 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (The Association must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);

Commented [t2]: Brackets? See 5.20 comment

5.22 make grants or loans of money and give guarantees;

5.23 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of The Association, including (without limitation) by creating permanent endowment;

5.24 invest and deal with The Association's money not immediately required for its objects in or upon any investments, securities, or property;

5.25 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:

5.25.1 the investment policy is set down in writing for the Financial Expert by the Trustees;

5.25.2 every transaction is reported in a timely manner to the Trustees;

5.25.3 the performance of the investments is reviewed regularly by the Trustees;

5.25.4 the Trustees are entitled to cancel the delegation at any time;

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

5.25.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and

5.25.7 the Financial Expert may not do anything outside the powers of the Trustees;

5.26 arrange for investments or other property of The Association to be held in the name of a nominee or nominees and pay any reasonable fee required;

5.27 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;

5.28 open and operate bank 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;

5.29 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;

5.30 incorporate and acquire subsidiary companies to carry on any trade;

5.31 subject to Article 6 (Limitation on private benefits):

5.31.1 engage and pay employees, consultants and professional or other advisers; and

5.31.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of The Association and to their spouses and dependants;

5.32 insure the property of The Association against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect The Association;

5.33 provide indemnity insurance for the Trustees or any other officer of The Association in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 189 shall be treated as references to officers of the Charity); and

5.34 do all such other lawful things as may further The Association’s objects.

6. Limitation on private benefits

6.1 The income and property of The Association shall be applied solely towards the promotion of its objects.

Permitted benefits to Company Law Members, Trustees and Connected persons

6.2 No part of the income and property of The Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Law Member unless the payment is permitted by Articles [...].

6.3 No Trustee may:

6.3.1 sell goods, services or any interest in land to The Association;

6.3.2 be employed by, or receive any remuneration from, The Association; or

6.3.3 receive any other financial benefit from;

unless the payment is permitted by Articles [...] or authorised by the court or the Charity Commission and OSCR.

6.4 A Trustee may receive the following benefits from The Association:

6.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from The Association in their capacity as a beneficiary of The Association;

6.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by The Association for, or may pay out of The Association's property, reasonable expenses properly incurred by them when acting on behalf of The Association;

6.4.3 an Officer Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to The Association on the instructions of the Trustees provided that:

6.4.3.1 for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and persons Connected with a Trustee under contracts of employment with The Association;

6.4.3.2 subject to [...], the authorisation under this provision shall not extend to the service of acting as Trustee;

6.4.3.3 if the person being remunerated is a Trustee the procedure described in Article [] (Conflicts of interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

6.4.3.4 if the person being remunerated is a person Connected with a Trustee the procedure described in Article [] (Conflicts of interest) must be followed by the relevant Trustee in relation to any decisions regarding such person;

6.4.3.5 subject to Article [...], this provision and Article [...] may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee); and

6.4.3.6 at all times the provisions of the Education Act are complied with;

6.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to The Association;

6.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to The Association;

6.4.6 The Association may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article []; and

6.4.7 a Trustee or other officer of The Association may receive payment under an indemnity from The Association in accordance with the indemnity provisions set out at Article [];

6.4.8 any payment authorised by the Charity Commission or OSCR;

provided that where benefits are conferred under Article [...], Article [...] (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

6.5 A Trustee may receive the following benefits from any Subsidiary Company:

6.5.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of The Association or of any Subsidiary Company;

6.5.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by them when acting on behalf of any Subsidiary Company;

6.5.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that, subject to Article [...], this provision and Article [...] may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);

6.5.4 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;

6.5.5 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;

6.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and

6.5.7 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the Articles of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles [...], [...] or [...].

6.6 Where a vacancy arises on the Board of Trustees with the result that Article[s] [...] [and] [apply/applies] to more than half of the Trustees, The Association may continue to pay remuneration to its Officers, Trustees and any person who is Connected with a Trustee who is receiving remuneration in accordance with Article[s] [[or]] provided that The Association uses all reasonable endeavours to fill the vacancy as soon as possible.

7. Liability of Company Law Members

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

7.1 payment of The Association's debts and liabilities contracted before they cease to be a Company Law Member;

- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

8. Dissolution

- 8.1 At any time before, and in expectation of, the winding up or dissolution of The Association, the Trustees may resolve that any net assets of The Association after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of The Association be applied or transferred in any of the following ways:
 - 8.1.1 directly for the objects of The Association; or
 - 8.1.2 to any charity or charities:
 - for purposes similar to the objects of The Association; or
 - for use for particular purposes that fall within the objects of The Association.
- 8.2 In no circumstances shall the net assets of The Association be paid to or distributed among the Company Law Members of The Association under this Article [].
- 8.3 If no resolution is passed in accordance with Article [], the net assets of The Association shall be applied for such charitable purposes as are directed by the Charity Commission or OSCR as appropriate.

9. Reviewing and Amending the Articles

- 9.1 ~~The Association~~ ~~THE ASSOCIATION~~ Trustees and the Open University shall review the provisions of these Articles in 2022 and at intervals of every four years thereafter.
- 9.2 No amendment shall be made which would have the effect of The Association ceasing to be a charity.
- 9.3 Article ~~Clause~~ 4 (Objects) and ~~Article Clause~~ 6 (Limitation on Private Benefits) may not be amended without the prior written consent of the Charity Commission.
- 9.4 ~~Any amendment to the Articles shall require the following:~~
 - 9.4.1 ~~The circulation by the Board of Trustees of a proposal to amend the Articles to all the Student Members (the "Proposal");~~
 - 9.4.2 ~~A period of time (as set out in the Bye-Laws) during which any amendments to the Proposal may be submitted to the Board of Trustees by any Student Member;~~
 - 9.4.3 ~~The circulation by the Board of Trustees to all the Student Members of a resolution to approve either the Proposal or a revised Proposal incorporating those amendments submitted in accordance with Article [] which the Board of Trustees in their absolute discretion have accepted;~~
 - 9.4.4 ~~A resolution passed at Conference by a majority vote approving the Proposal or the revised Proposal (as the case may be);~~

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~~9.4.5 A special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Members in accordance with Article []; and~~

~~9.4.6 The approval of The Open University Council. Save where the amendment to the Articles is a consequential amendment due to a change in the Bye-Laws, the Articles may only be amended by a resolution of OUSA Conference passed and supported by at least 75% of the Student Members present and voting, provided the Open University Council approves the amendments (as required for the purposes of compliance with the relevant legislation).~~

PART 2

MEMBERS

10. Members of The Association

The Members of The Association shall be as follows:

10.1.1 the Student Members; and

10.1.2 the Company Law Members.

The Association may also have associate members in accordance with Article [].

11. Student Members

11.1 The Student Members shall be as follows:

11.1.1 each and every registered student, aged 18 or over, who has not opted out by notifying the Chief Executive of their wish not to be a Member of the Association;

11.1.2 any student holding an elected or appointed position specified in these Articles who was a registered student at the time of such election or appointment;

- 11.1.3 any student who has achieved their registered qualification and applied for and been granted extended membership to cover a gap in registered student status not exceeding twenty-four months;
 - 11.1.4 any student under the age of 18, who shall have associate membership, the rights and privileges of which shall be determined from time to time by the Board of Trustees;
 - 11.1.5 those granted various types of honorary membership which shall not confer any rights under these Articles;
 - 11.1.6 the Immediate Past President who shall not have any specific rights under these Articles by virtue of holding that title;
 - 11.1.7 Only those students covered by clauses [...] to [...] above shall be eligible to hold any elected position within The Association.
- 11.2 Student Membership shall not be transferable and shall cease on death. A Student Member shall cease to be a Student Member of The Association if:
- 11.2.1 they cease to be in compliance with Section 11;
 - 11.2.2 in the case of Student Members, other than the Officer Trustees, a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Student Member be expelled on the ground that their continued Student Membership is harmful to, or is likely to become harmful to, the interests of The Association. Such a resolution shall not be passed unless the Student Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.
- 11.3 Student Members' details shall be as held on The Open University database of registered students in the case of categories 11.1.1 and 11.1.4 and as held on The Association's database in the case of categories 11.1.2, 11.1.3, 11.1.5 and 11.1.6.
- 11.4 Student Members of The Association shall be entitled to the benefits set out in the Code of Practice.

~~12.1. Conferences~~

~~12.1 The Association shall hold a biennial Conference which shall be The Association's General Meeting. Not more than 30 months shall pass between the date of one Conference and the next. The Conference shall be held at such time and place as the Trustees shall think suitable. Conference shall have the power to refer back any decision made by the Board of Trustees and Central Executive Committee subject to Articles [...] to [...].~~

~~12.2 The Trustees may call an extraordinary Conference at any time. The Trustees shall also call such a meeting on receiving a requisition from the CEC or from a petition signed by a number of students as defined in the relevant bye laws.~~

~~12.1, 12.3~~ Biennial and Extraordinary meetings of Conference will be carried out by a combination of face to face and online components.

~~12.4~~ Biennial Conference shall be called by at least ten weeks written notice and an extraordinary meeting by at least six weeks written notice.

~~12.5~~ Every notice calling a meeting of Conference shall specify the place, dates and time of the meeting. If the meeting is an extraordinary meeting of Conference the agenda must say so, the only item on the agenda shall be the motion from the Trustees in response to a requisition under Article 12.2. If the meeting is a Biennial Conference, the notice must say so and the business to be transacted shall include:

~~12.5.1 ratification of minutes of previous Biennial Conference;~~

~~12.5.2 receiving the report of the Trustees and the Central Executive Committee on The Association's activities since the previous Biennial Conference;~~

~~12.5.3 receiving a report on policy statements for ratification;~~

~~12.5.4 receiving the accounts of The Association for the completed financial years since the previous Biennial Conference;~~

~~12.5.5 appointment or reappointment of the auditors;~~

~~12.5.6 approving the list of affiliations of The Association; and~~

~~12.5.7 open questions to the Trustees and Central Executive Committee by the Student Members.~~

~~12.6~~ Notice of Conferences shall be given to every active Student Member and shall be openly published and advertised across The Open University community.

~~12.7~~ No business shall be transacted at any Conference unless a quorum is present. No decision of Conference shall be valid if the number of delegates participating in that decision is less than 40% of registered delegates, the count of delegates will be aggregated across face to face and virtual components.

~~12.8~~ The President shall preside as chair of Conference or shall appoint a chair from amongst The Association's Officers or Immediate Past President.

~~12.9~~ Neither the Central Executive Committee nor the Board of Trustees shall select Conference delegates.

~~12.10~~ Trustees and Central Executive Committee Members are expected to attend and participate in all the component parts of Conferences but shall only be entitled to be registered to exercise voting rights at one component of each Conference.

~~12.11~~ Each registered delegate shall have one vote on all matters determined by Conference.

~~12.1. 12.12 Every Student Member has the right to register an interest to attend Conference and, where successfully appointed as a delegate member, have the right to vote. A resolution put to the vote of a Conference shall be decided by every delegate member having a single vote.~~

~~12.13 Every resolution put to the vote of Conference shall be decided by a simple majority of the votes cast, aggregated across component parts, unless these Articles provide otherwise.~~

48-12. Trustees as Company Law Members

13.1 Until and including the Effective Date, the subscribers to the Memorandum and Articles of Association of The Association shall be the Company Law Members. Thereafter, the Trustees from time to time shall be the only Company Law Members.

13.2 A Trustee shall become a Company Law Member on becoming a Trustee. In agreeing to become a Trustee, each new Trustee is also agreeing to become a Company Law Member.

13.3 The names of the Company Law Members must be entered in the register of Company Law Members.

49-13. Termination of Company Law Membership

14.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.

14.2 Company Law Membership is not transferable and shall cease on death.

50-14. Code of Conduct

15.1 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 Association.

15.2 The code of conduct or disciplinary procedure for Student Members may include a range of sanctions for breach of the code of conduct by a Student Member, including the suspension or removal of some of the rights and privileges of Student Membership, including the holding of office.

15. Conferences

12.1 The Association shall hold a biennial Conference which shall be The Association’s General Meeting. Not more than 30 months shall pass between the date of one Conference and the next. The Conference shall be held at such time and place as the Trustees shall think suitable. Conference shall have the power to refer back any decision

made by the Board of Trustees and Central Executive Committee subject to Articles [... to].

12.2 The Trustees may call an extraordinary Conference at any time. The Trustees shall also call such a meeting on receiving a requisition from the CEC or from a petition signed by a number of students as defined in the relevant bye-laws.

12.3 Biennial and Extraordinary meetings of Conference will be carried out by a combination of face to face and online components.

12.4 Biennial Conference shall be called by at least ten weeks written notice and an extraordinary meeting by at least six weeks written notice.

12.5 Every notice calling a meeting of Conference shall specify the place, dates and time of the meeting. If the meeting is an extraordinary meeting of Conference the agenda must say so, the only item on the agenda shall be the motion from the Trustees in response to a requisition under Article 12.2. If the meeting is a Biennial Conference, the notice must say so and the business to be transacted shall include:

12.5.1 ratification of minutes of previous Biennial Conference ;

12.5.2 receiving the report of the Trustees and the Central Executive Committee on The Association's activities since the previous Biennial Conference;

12.5.3 receiving a report on policy statements for ratification;

12.5.4 receiving the accounts of The Association for the completed financial years since the previous Biennial Conference;

12.5.5 appointment or reappointment of the auditors;

12.5.6 approving the list of affiliations of The Association; and

12.5.7 open questions to the Trustees and Central Executive Committee by the Student Members.

12.6 Notice of Conferences shall be given to every active Student Member and shall be openly published and advertised across The Open University community.

12.7 No business shall be transacted at any Conference unless a quorum is present. No decision of Conference shall be valid if the number of delegates participating in that decision is less than 40% of registered delegates, the count of delegates will be aggregated across face to face and virtual components.

12.8 The President shall preside as chair of Conference or shall appoint a chair from amongst The Association's Officers or Immediate Past President.

12.9 Neither the Central Executive Committee nor the Board of Trustees shall select Conference delegates.

12.10 Trustees and Central Executive Committee Members are expected to attend and participate in all the component parts of Conferences but shall only be entitled to be registered to exercise voting rights at one component of each Conference.

12.11 Each registered delegate shall have one vote on all matters determined by Conference.

12.12 Every Student Member has the right to register an interest to attend Conference and, where successfully appointed as a delegate member, have the right to vote. A resolution put to the vote of a Conference shall be decided by every delegate member having a single vote.

12.13 Every resolution put to the vote of Conference shall be decided by a simple majority of the votes cast, aggregated across component parts, unless these Articles provide otherwise.

51.16. Company Law Meetings

16.1 The Trustees may call a Company Law Meeting at any time.

16.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

16.3 A Company Law Meeting is likely to only be required where The Association wishes to pass a company law resolution (other than by way of written resolution) in accordance with the Articles and/or the Companies Acts, for example a resolution to amend The Association's Articles of Association, as approved by Conference and the subsequent ratification of The Open University Council.

52.17. Written Resolutions

17.1 Subject to this Article 17, a written resolution agreed by:

~~52.1.1~~ 17.1.1 Company Law Members representing a simple majority; or

~~52.1.2~~ 17.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;

of the eligible Company Law Members shall be effective.

17.2 On a written resolution each Company Law Member shall have one vote.

17.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

17.4 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.

17.5 In relation to a resolution proposed as a written resolution of The Association the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

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- 17.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 17.7 Communications in relation to written resolutions must be sent to The Association's auditors in accordance with the Companies Acts.
- 17.8 A Company Law Member signifies their agreement to a proposed written resolution when The Association receives from them (or from someone acting on their behalf) an authenticated document:
- 17.8.1 identifying the resolution to which it relates; and
 - 17.8.2 indicating the Company Law Member's agreement to the resolution.
- 17.9 For the purposes of Article [...]:
- 17.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 17.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:-
 - 17.9.2.1 the identity of the sender is confirmed in a manner specified by The Association; or
 - 17.9.2.2 where no such manner has been specified by The Association, if the communication contains or is accompanied by a statement of the identity of the sender and The Association has no reason to doubt the truth of that statement.
- 17.10 If The Association gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

PART 3

TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

53-18. Appointment of Trustees

18.1 Those persons notified to the Registrar of Companies as the first directors of The Association shall be the first Trustees until and including the Effective Date. On the day immediately following the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the academic years 2018-2020 shall be the Trustees of The Association and shall be deemed to be The Association's Officer Trustees, Student Trustees and External Trustees as appropriate for the purposes of these Articles. Thereafter, the Trustees shall be made up of the following persons:

18.2 The Trustees shall be made up of the following persons:

18.2.1 not more than 3 Officer Trustees, elected in accordance with Article [...];

- 18.2.2 not more than 6 Student Trustees elected in accordance with Article [...]; and
18.2.3 not more than 3 External Trustees, appointed in accordance with Article [...].

54-19. Officer Trustees

- 19.1 Up to 3 Officer Trustees shall be elected by secret ballot of all members as defined by clause 11.1.1 or 11.1.3 at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts set out in the Bye-Laws. The Officer Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. Each Officer Trustee must be a member as defined by clause 11.1.1 or 11.1.3 at the time of his or her election.

55-20. Student Trustees

- 20.1 Up to 5 Student Trustees, shall be elected by secret ballot of all members as defined by clause 12.1 or 12.3 at an election to be held in accordance with the Bye-Laws. The Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. Each Student Trustee must be a member as defined by clause 12.1 or 12.3 at the time of his or her election.

21. External Trustees

- 21.1 Up to 2 External Trustees may be appointed by a 75% majority vote of the Central Executive Committee. Unless their appointment is terminated in accordance with Clauses [35 to 37], External Trustees shall remain in office for a term of up to two years commencing in accordance with the Bye-Laws.

22. Number of Permitted Terms

Trustees may be elected or appointed to serve up to four terms in total. For the avoidance of doubt, these terms may be consecutive or non-consecutive

232. Disqualification, Resignation and Removal of Trustees

- 22.1 The office of a Trustee shall be vacated if:
- 22.1.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
 - 22.1.2 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;
 - 22.1.3 they resign by notice to The Association (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);

22.1.4 the Trustees reasonably believe that they are suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that they be removed from office;

22.1.5 they fail to attend two 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 they be removed for this reason;

22.1.6 he or she is removed from office under Clause 36 or Clause 37;

22.1.7 a motion of no confidence in the Trustee is passed by a simple majority of the Central Executive Committee provided that at least two-thirds of the CEC in office at the time cast a vote. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 100 Student Members;

22.1.8 a motion of no confidence in the Trustee is passed by a 66% majority in a vote of the Central Executive Committee.

22.2 The office of Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt:

22.2.1 the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and quorum shall be adjusted accordingly in accordance with Article [...];

22.2.2 a resolution to remove a Trustee in accordance with this Article 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 afforded a reasonable opportunity of being heard by or making written representations to the Trustees; and

22.2.3 a Trustee removed from office in accordance with this Article shall be entitled to appeal the decision to remove them to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of a nominee of The Open University, one independent person and a chief executive/general manager and officer of another students' union. The independent person shall be a Member who is not a Trustee or a member of the CEC. The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws.

22.3 If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of their term of office, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.

22.4 If an Officer Trustee resigns, is disqualified or removed from office after the commencement of their term of office the vacancy shall be filled in accordance with the Bye-Laws. Any person elected under this Article may be required to assume the responsibilities of the Officer Trustee.

22.5 If a Student Trustee resigns, is disqualified or removed from office at any time the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.

TRUSTEES' POWERS AND RESPONSIBILITIES

243. Trustees' general authority

- 23.1 The Board of Trustees is responsible for the management and administration of The Association and (subject to the relevant legislation at the time, these Articles and the Bye-Laws) may exercise all the powers of The Association.
- 23.2 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made
- 23.3 The Board's powers under Article [...] shall include but not be limited to responsibility for:
- 23.3.1 the governance of The Association;
 - 23.3.2 the budget of The Association; and
 - 23.3.3 the strategy of The Association.
- 23.4 The Board of Trustees may override any decision or Policy made by the Student Members at Conference or by the CEC which the Trustees consider (in their absolute discretion):
- 23.4.1 has or may have any financial implications for The Association;
 - 23.4.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 23.4.3 is not or may not be in the best interests of The Association or all or any of its charitable objects; or
 - 23.4.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article [...].
- 23.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 23.5.1 was not properly appointed;
 - 23.5.2 was disqualified from holding office;
 - 23.5.3 had vacated office; or
 - 23.5.4 was not entitled to vote.

254. Delegation of Trustees' Powers and Functions

- 24.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.
- 24.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of The Association to any person or committee.
- 24.3 Any delegation by the Trustees may be:

24.3.1 by such means;

24.3.2 to such an extent;

24.3.3 in relation to such matters or territories; and

24.3.4 on such terms and conditions as they think fit.

24.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

24.5 The Trustees may revoke any delegation in whole or part or alter its terms and conditions.

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

265. Committees

25.1 In the case of delegation to committees:

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

25.1.2.subject to Article [...], the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

25.1.3the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

25.1.4 no committee shall knowingly incur expenditure or liability on behalf of The Association except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

25.2 The Trustees must establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles [...] and [...]:

25.2.1 Appointments Committee;

25.2.2 Remuneration Committee.

25.3 For the avoidance of doubt, the Trustees may (in accordance with Articles [...] and [...]) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of The Association except in accordance with a budget which has been approved by the Trustees.

25.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.

276 The Central Executive Committee

~~276.1~~ The Central Executive Committee ~~shall include~~ will consist of the following elected members:

~~276.1.1~~ Between all Association Officers; such Officers to number at least 6 and but no more than 10 officers with defined remits as agreed by the CEC and Board of Trustees; and to be elected by a secret ballot of all members as defined by clause []

~~276.1.2~~ One representative for each elected Central Executive Committee members for Nations and Europe not exceeding 6 in total; Regions and/or Faculties; and

~~276.1.3~~ Representation from each of the Faculties but not more than one representative per Faculty the second student member of the Open University Council;:-

27.1.4 Other representatives as defined in the bye laws but not to exceed 2 extra members;

27.1.5 The Student Member of Council will also be a member of the CEC.

26.2 The Central Executive Committee shall meet in accordance with the Bye-Laws. The Central Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article {...} but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.

26.3 The Chief Executive and the Association's senior management team may attend meetings of the Central Executive Committee at the request of the Central Executive Committee.

26.4 The Officers and the second student member of the Open University Council may meet formally as a team from time to time to discuss such matters as they may deem appropriate but shall make no decision binding upon the Central Executive Committee and will make minutes of such meetings available to the Central Executive Committee.

26.5 The Central Executive Committee shall have the authority to:

26.5.1 represent the voice of the Students;

26.5.2 subject to Article [...], set the Policy of the Association ;

26.5.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article [...];

26.5.4 receive a quarterly report from the Trustees; and

26.5.5 appoint honorary members in accordance with Clause 12.5 and the Bye-Laws.

26.6 The composition and proceedings of the Central Executive Committee shall be set out in the Bye-Laws. No Member may hold more than one seat on the Central Executive Committee at any one time.

27. Delegation of day-to-day management powers to the Chief Executive

In the case of delegation of the day-to-day management of The Association to the Chief Executive:

27.1 the delegated power shall be to manage The Association by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;

27.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;

27.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing The Association and provide them regularly with management accounts which are sufficient to explain the financial position of The Association; and

27.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

28. Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any Bye- Laws made by the Trustees and the Central Executive Committee.

DECISION-MAKING BY TRUSTEES

29. Proceedings of Trustees

Subject to the provisions of these Articles and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.

30. Trustees' meetings

30.1 The Trustees shall hold a minimum of four meetings in any twelve-month period.

30.2 Three Trustees may call a meeting of the Trustees.

30.3 Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

31. Length of notice

A Trustees' meeting shall be called by at least fourteen clear days' notice unless either:

31.1 all the Trustees agree to shorter notice; or

31.2 urgent circumstances require shorter notice.

32. Contents of notice

Every notice calling a Trustees' meeting shall specify the place, date and time of the meeting and the general particulars of all business to be considered at such meeting.

33. Service of notice

Notice of Trustees' meetings shall be sent to each Trustee by post or by electronic communication.

34. Quorum

The quorum for Trustees' meetings shall be five. This should include at least one Officer Trustee, one Student Trustee and one External Trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be five.

35. Chair and Deputy Chair

—35.1 The Trustees shall appoint the Chair with the President acting ex officio as Deputy Chair. The appointment would require ratification by a majority of the Central Executive Committee. ~~[Conference wording to be inserted]~~

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35.2 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

36. Decision making by Trustees at meetings

Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote they may have.

37. Virtual meetings

A Trustees' meeting may be held by electronic means within an agreed timeframe provided that all Trustees have access to full participation in the meeting.

38. Trustee decisions without a meeting

38.1 The Trustees may take a majority decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing. A quorum as defined in Article 34 shall apply.

38.2 A Trustees' resolution which is made in accordance with Article [...] shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held, provided the following conditions are complied with:

38.2.1. approval from each Trustee must be received by one person being either such person as all the Trustees shall have nominated in advance for that

purpose or such other person as volunteers if necessary (“the Recipient”), which person may for the avoidance of doubt, be one of the Trustees;

38.2.2. following receipt of response from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with these Articles;

38.2.3. the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

38.2.4. the Recipient prepares a minute of the decision in accordance with Article [...]

39. Conflicts of Interest

39.1 Whenever a matter is to be discussed at a meeting or decided in accordance with Article [...] and a Trustee has a Personal Interest in respect of that matter then they must:

39.1.1. declare their interest to the Trustees;

39.1.2. remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

39.1.3 not be counted in the quorum for that part of the meeting (or decision-making process); and

39.1.4. withdraw during the vote and have no vote on the matter.

39.2. If any question arises as to whether a Trustee has a Personal Interest, the question shall be decided by a majority decision of the other Trustees.

PART 4

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

54. Bye-Laws

The Trustees and the Central Executive Committee shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Association and its working practices provided that such Bye-Laws shall not be inconsistent with these Articles.

55. Communications by and to The Association

Methods of communication

- 55.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by The Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by The Association, including without limitation:
- 55.1.1 in Hard Copy Form;
 - 55.1.2 in Electronic Form; or
 - 55.1.3 by making it available on a website.
- 55.2 Where a document or information which is required or authorised to be sent or supplied by The Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.
- 55.3 Where a document or information which is required or authorised to be sent or supplied by The Association under the Companies Acts is sent or supplied by making it available on a website, The Association must notify the recipient that the document or information is available on the website in accordance with the Companies Acts.
- 55.4 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the

means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

- 55.5 A Company Law Member present in person or by proxy at a meeting of The Association shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 55.6 Where any document or information is sent or supplied by The Association to the Company Law Members:
- 55.6.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 55.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 55.6.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- 55.6.3.1 when the material was first made available on the website; or
- 55.6.3.2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 55.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with The Association that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 55.8 Where any document or information has been sent or supplied by The Association by Electronic Means and The Association receives notice that the message is undeliverable:
- 55.8.1 if the document or information has been sent to a Company Law Member or Trustee and is notice of a Company Law Meeting of The Association, The Association is under no obligation to send a Hard Copy of the document or information to the Company Law Member's or Trustee's postal address as shown in The Association's register of Company Law Members or Trustees, but may in its discretion choose to do so;
- 55.8.2 in all other cases, The Association shall send a Hard Copy of the document or information to the Company Law Member's postal address as shown in The Association's register of Company Law Members (if any), or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person (if any); and

55.8.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 55.9 Copies of The Association's annual accounts and reports need not be sent to a person for whom The Association does not have a current address.
- 55.10 Notices of Company Law Meetings need not be sent to a Company Law Member who does not register an address with The Association, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom The Association does not have a current address.

Communications to The Association

- 55.11 The provisions of the Companies Acts shall apply to communications to The Association.

Communications with Student Members

- 55.12 Notwithstanding anything in this Article [0036], The Association may send or supply any document or information to Student Members (whether under the Articles or otherwise) in such manner as The Association thinks fit. In particular (but without limitation) if The Association is aware of a Student Member's email address, The Association may communicate with the Student Member using that address, and The Association may communicate with Student Members via website.
- 55.13 Further provisions governing The Association's communications with its Student Members may be set out in the Bye-Laws.

56. Company Secretary

- 56.1 A Company Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

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

56.1.2 anything else required or authorised to be done by or to the Company Secretary of The Association may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

57. Minutes

- 57.1 The Trustees shall cause minutes to be made in books kept for the purpose:

57.1.1 of all appointments of officers made by the Trustees;

57.1.2 of all resolutions of The Association and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

57.1.3 of all proceedings at meetings of The Association and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in each such meeting

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chair of the Meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of The Association, be sufficient evidence of the proceedings.

57.2 The minutes referred to in Article 57.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

57.3 The minutes of the meetings referred to in Article 57.1 above shall normally be considered open and shall be available to the Student Members on The Association's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in The Association's offices.

58. Records and accounts

58.1 The Trustees shall comply with the requirements of the applicable Charity, Education and Company legislation as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies, the Charity Commission and OSCR of:

58.1.1 annual reports;

58.1.2 annual returns; and

58.1.3 annual statements of account.

58.2 The Student Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 58.1.

59. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

60. Honorary Life Members

The CEC may appoint and remove any individual(s) as patron(s) of The Association and on such terms as set out in the Bye Laws . An Honorary Life Member shall have the right to be given notice of, to attend and speak (but not vote) at Conference as if a Student Member and shall also have the right to receive accounts of The Association when available to Student Members.

61. Exclusion of model articles

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

TRUSTEES' INDEMNITY

62. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of The Association shall be indemnified out of the assets of The Association in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer of The Association may be indemnified out of the assets of The Association in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

DEFINITIONS AND INTERPRETATION

63. Defined terms

63.1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
63.1.1 “Academic Year”	the period between 1 August in one year to 31 July in the next year as determined by The Open University
63.1.2 “address”	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
63.1.3“Appointments Committee”	the committee set up in accordance with the Bye-Laws
63.1.4 “Articles”	these articles of association of The Association;

63.1.5 “Association Officers”	the President, Deputy President and Vice Presidents including those who are Officer Trustees;
63.1.6 “Board of Trustees” or “Board”	the board of Trustees of The Association;
63.1.7 “Bye-Laws”	the bye-laws setting out the working practices of The Association made from time to time in accordance with Article [];
63.1.8 “Chair”	the chair of the Board of Trustees,;
63.1.9 “Chair of the Meeting”	in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article [**];
63.1.10 “Chief Executive”	the chief executive of The Association who is appointed by the Board of Trustees;
63.1.11 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
63.1.12 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
63.1.13 “Code of Practice”	the Relationship Agreement of practice relating to the Open University’s obligations under Section 22 of the Education Act;
63.1.14 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to The Association;
63.1.15 “Company Law Meeting”	a general meeting of the Company Law Members for the purposes of the Companies Acts;
63.1.16 “Company Law Members”	members of The Association for the purposes of the Companies Acts, as defined in Article [12 13];
63.1.17 “Connected”	in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member,

	partner or employee, or shareholder holding more than 1% of the capital;
63.1.18 “Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article [Error! Reference source not found. Error! Reference source not found.];
63.1.19 “document”	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
63.1.20 “Education Act”	the Education Act 1994 or any subsequent Act;
63.1.21 “Effective Date”	the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to The Association;
63.1.22 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
63.1.23 “the Central Executive Committee”	the committee including the Officers as further described in Article [**];
63.1.24 “Financial Expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
63.1.25 “Full Term”	A full term is defined as having completed fifteen months out of a twenty-four-month term
63.1.26 “Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
63.1.27 “Lay Trustee”	a Trustee appointed in accordance with Article [0] who for the avoidance of doubt shall not be deemed to be either a major The Association office holder or a sabbatical The Association office holder for the purposes of Section 22 of the Education Act;
63.1.28 “Members”	the Student Members and the Company Law Members;
63.1.29 “O S C R”	Office of the Scottish Charity Regulator;
63.1.30 “Officer Trustee”	an Association Officer elected in accordance with Clause 29 and therefore being a Trustee;

63.1.31 “The Open University”	The Open University, incorporated by Royal Charter (RC 000391), an exempt charity in England & Wales and a charity registered in Scotland (SC 038302).
63.1.32 “Open University Students Educational Trust”	Open University Student Educational Trust is a Charity operated by the Association and is registered with the Charity Commission with Registration Number 285189 and SCO 38300
63.1.33 “Personal Interest”	a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society);
63.1.34 “Policy”	representative and campaigning policy set by Conference or the Central Executive Committee in accordance with Clauses 16 to 17 and Clause 72.2 respectively;
63.1.35 “Student”	any individual who is formally registered for an approved programme of study provided by the Open University. For the avoidance of doubt, the Open University shall determine whether or not an individual has student status;
63.1.36 “Conference”	the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of The Association;
63.1.37 “Student Members”	student members of The Association being Students at The Open University as further defined in Article [11.1.1] and the Association Officers;
63.1.38 “Student Trustee”	a Trustee [elected/appointed] in accordance with Article [0] [or Article [Error! Reference source not found.]] who is a Student and who, for the avoidance of doubt, shall not be a major The Association office holder for the purposes of Section 22 of the Education Act;]
63.1.39 “Subsidiary Company”	any company in which The Association holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
63.1.40 “Trustees”	the directors of The Association as defined in Article [18];
63.1.41 “Unincorporated Charity”	the unincorporated charity known as The Open University Association
63.1.42 “The Association”	The Open University Students’ Association ;
63.1.43 “writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or

combination of methods, whether sent or supplied in Electronic Form or otherwise; and

- 63.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
- 63.3 Subject to Article [0], any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 63.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on The Association.