



The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Coventry University Students' Union

1. Definitions and Interpretation

- 1.1 The meanings of any defined terms used in these Articles are set out below. 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.
- 1.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
- 1.3 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.
- 1.4 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 CUSU.
- 1.5
- (a) "Board" means the Board of Trustees of CUSU.
 - (b) "Bye Law(s)" means and includes, but is not strictly limited to, any such bye laws, terms of reference, regulations, procedures, and schedules of CUSU.
 - (c) "Charities Act" means the Charities Act 2006.
 - (d) "Connected Person" means any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (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 person living with a Trustee or his or her partner; or (d) any company or Limited Liability Partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital.
 - (e) "CUSU" means Coventry University Students' Union.
 - (f) "Member" means members who are Ordinary Members, Associate Members or Honorary Members as set out in these Articles.
 - (g) "Trustee" means any member of the Board.

(h) "University" means Coventry University.

2. Name

2.1 The name of the organisation shall be Coventry University Students' Union ('**CUSU**')

3. Registered Office

3.1 The registered office of CUSU is situated in England and Wales.

4. Purpose

The purpose of CUSU shall be to represent, promote and advance the educational, welfare, sporting, social and cultural interests of all students enrolled at Coventry University and be directed by the students of Coventry University.

5. Objects

The objects of CUSU shall be:

5.1 To represent the interests of students within the University, the local community and at a national level;

5.2 To encourage and enable the wide participation of all students in the representation of students and the delivery of CUSU services to students;

5.3 To ensure that CUSU maintains best practices in all services to students for the benefit of all students;

5.4 To actively promote equality of opportunity, access and good relations amongst its members, and employees, regardless of ethnic or national origin, colour, gender, sexuality, disability or illness, age, cultural, political and religious beliefs, or caring responsibilities.

6. Powers

6.1 CUSU may do all such lawful things as shall further CUSU's objects which are suitable for the charitable purpose for which it was formed and in order to retain its charitable status provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that CUSU complies with the Education Act 1994 (as amended) and any guidance published by the Charity Commission.

7. Limitation on private benefits

- 7.1 The income and property of CUSU shall be applied solely towards the promotion of its objects.
- 7.2 Except as provided below no part of the income and property of CUSU may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of CUSU. This shall not prevent any payment in good faith by CUSU of:
- (a) any payments made to any Member in their capacity as a beneficiary of CUSU;
 - (b) reasonable and proper remuneration to any Member for any goods or services supplied to CUSU;
 - (c) interest on money lent by any Member to CUSU at a reasonable and proper rate; and
 - (d) any reasonable and proper rent for premises let by any Member to CUSU.
- 7.3 Except as provided below no Trustee may sell goods, services or any interest in land to CUSU; be employed by, or receive any remuneration from, CUSU; or receive any other financial benefit from CUSU. This shall not prevent any payment in good faith by CUSU of:
- (a) any payments made to any Trustee or Connected Person in their capacity as a beneficiary of CUSU;
 - (b) reasonable and proper out of pocket expenses of the Trustees;
 - (c) reasonable and proper remuneration to any Trustee or Connected Person for any goods or services supplied to CUSU on the instructions of the Trustees provided that:
 - (i) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Trustees and Connected Persons under contracts of employment with CUSU;
 - (ii) subject to the above, the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (iii) this provision may 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 a Connected Person in relation to that Trustee) to the extent that **of the ten members of the Board no more than five may be paid** under contracts of employment with CUSU and only so far as they are Sabbatical Officers appointed under the terms of Bye Laws E (*Sabbatical Officers' Terms and Conditions of Service*); and

- (iv) at all times the provisions of the Education Act are complied with;
- (d) interest on money lent by any Trustee or Connected Person to CUSU at a reasonable and proper rate;
- (e) any reasonable and proper rent for premises let by any Trustee or Connected Person to CUSU;
- (f) reasonable and proper premiums in respect of indemnity insurance effected in accordance with these Articles;
- (g) any payments made to any Trustee or officer under the indemnity provisions set out in these Articles; and
- (h) any payments authorised in writing by the Charity Commission.

8. Membership

There shall be the following classes of membership:

8.1 Ordinary Membership

- (a) This shall be open to all students who do not opt out of membership of CUSU and who are enrolled on any course at Coventry University, and to Sabbatical Officers of CUSU, and where appropriate to students on Coventry University courses at other organisations.
- (b) All Ordinary Members shall be entitled to propose, stand and vote in CUSU elections, participate and vote in CUSU Union General Meetings.

8.2 Associate Membership

- (a) This shall be open to all members of Coventry University and CUSU staff, past students of the University and to other persons agreed to by the Executive Committee who shall determine the membership fee.
- (b) All Associate Members may use the services of CUSU but shall not vote or stand in CUSU elections or meetings.
- (c) Associate membership may be revoked by Executive Committee in accordance with CUSU disciplinary procedures.

8.3 Honorary Membership

- (a) Shall be awarded to any persons considered appropriate by Executive Committee.
- (b) Shall be awarded to members of Executive Committee on the last day of office unless considered otherwise by Executive Committee.
- (c) All Honorary Members shall enjoy the rights of Associate Members without fee or charge.
- (d) Honorary membership may be revoked by Executive Committee.

9. Union General Meetings

- 9.1 The Union General Meeting (UGM) shall be the sovereign body of CUSU.
- 9.2 The Union General Meetings shall be convened by arrangements as detailed in Bye Laws J.
- 9.3 The Annual Union General Meeting (AGM) shall approve CUSU accounts and budgets.
- 9.4 The quorum for a UGM shall be 100 Ordinary Members of CUSU.

10. Union Council

- 10.1 The membership and election of the Chair of CUSU Council ("UC") shall be in accordance with clause 16 (*Elections*) hereof and election by the election regulations, Bye Laws D.
- 10.2 The quorum for UC shall be half the filled posts plus one.
- 10.3 The UC shall scrutinise, supervise and instruct Executive Committee.
- 10.4 The UC shall approve the CUSU business plan
- 10.5 The UC shall receive reports from CUSU Standing Committees and the Executive Committee.
- 10.6 The UC shall determine policy of CUSU in matters not bound by existing UGM policy.
- 10.7 The UC shall recommend the appointment of CUSU non-ordinary member ('external') trustees to the Board of Trustees.
- 10.8 The UC shall have the power to call a UGM as it considers appropriate (in accordance with Bye Laws J).
- 10.9 The UC shall have the power to censure or dismiss officers of CUSU in accordance with clause 18.1 (*Dismissal and Caution of Elected Officers*) hereof.
- 10.10 The UC shall elect its members onto Standing Committees in accordance with the membership of such committees in Bye Laws K.

11. Executive Committee

- 11.1 The Executive Committee membership and its election shall be in accordance with clause 16 (*Elections*) hereof and the Elections Regulations of CUSU as set out in Bye Laws D.
- 11.2 The quorum for the Executive Committee shall be half of filled posts plus one.
- 11.3 The Executive Committee shall direct the everyday affairs of CUSU within existing CUSU policy and shall implement CUSU policies.
- 11.4 The Executive Committee shall submit regular and formal reports and make recommendations to CUSU Council and the CUSU Board of Trustees.
- 11.5 The Executive Committee may determine policy until it is ratified at the next Union Council or UGM meeting.
- 11.6 The Executive Committee shall determine the nominees for University Committees and the Board of Governors as requested.
- 11.7 The Executive Committee shall be empowered to employ staff and shall be responsible for determining staff terms and conditions in accordance with clause 19 hereof.
- 11.8 The Executive Committee shall meet at least every two weeks during term time.
- 11.9 The Executive Committee shall meet in closed session when considering matters of staff or the disciplinary matters of members and shall consist of only voting members and the General Manager (or his/her nominee).
- 11.10 Sabbatical Officers of the Executive Committee shall be elected under the terms and conditions of office specified in Bye Laws E.

12. The Board of Trustees of CUSU

- 12.1 There shall be a Board of the registered charity 'Coventry University Students' Union' who shall have the responsibility for the good governance and management of CUSU.
- 12.2 The Board shall consist of five members external to Coventry University and CUSU, one member of the Coventry University's Board of Governors, four elected sabbatical officers and two ordinary members of CUSU.
- 12.3 The period of office of the trustees shall be as follows:

- (a) three external members for two years;
 - (b) two external members for three years;
 - (c) the member of the Board of Governors for three years, and co-dependent on remaining a member of the Board of Governors in the period of office as a trustee;
 - (d) the elected sabbatical officers for the period of their term of office only
 - (e) the ordinary members for one year, subject to student status.
- 12.4 Trustees shall not normally serve more than two terms of office.
- 12.5 External trustees shall not be ordinary members of CUSU
- 12.6 The selection and election of trustees shall be as follows:
- (a) The elected sabbatical officers shall be elected under the normal election regulations of CUSU;
 - (b) The ordinary members shall be elected from amongst the membership at a Union Council meeting within the last term of the academic year;
 - (c) One independent member from and determined by the Board of Governors;
 - (d) The external trustees shall be selected by the Executive Committee sub committee, the Trustees Appointments Panel, which normally shall seek the approval of and the confirmation of external trustees from CUSU Council.
- 12.7 The Board shall meet at least 4 (four) times per year.
- 12.8 The Board shall establish sub committees and working groups as it considers appropriate.
- 12.9 The Board shall submit accounts, budgets, business plans and other matters appropriate to the membership at the Annual and Union General Meetings as appropriate.
- 12.10 The Board of Trustees shall be Chaired by the Chair of Executive Committee who, in the case of an equality of votes shall be entitled to a casting vote in addition to any other vote he or she may have at Board of Trustee meetings and, for the avoidance of doubt, this casting vote shall not be used at any general meeting.
- 12.11 The quorum shall be half plus one of all existing trustees and there shall be no less than two external trustees and two sabbatical officers.

13. Executive Committee Sub Committees

- 13.1 Executive Committee Sub Committees shall operate in accordance with CUSU policies and shall be responsible to the Executive Committee.
- 13.2 The Union Council and the Board of Trustees shall determine the sub committees of Executive Committee in accordance with Byelaws C.
- 13.3 The powers of each sub committee shall be determined by its terms of reference (outlined in Bye Laws C).
- 13.4 Each sub committee shall review annually its terms of reference and make recommendations to Union Council on changes deemed appropriate.
- 13.5 Minutes and reports of all sub committees shall be approved by Executive Committee.

14. Standing Committees

- 14.1 Standing Committees and other ad hoc Committees as the Executive Committee may deem necessary, shall operate in accordance with CUSU Policy and shall be responsible and make termly reports to Union Council. Members of Standing Committees shall be elected in accordance with Bye Laws K.
- 14.2 Standing Committees and other ad hoc committees as Executive Committee in accordance with Bye laws K.
- 14.3 Each Standing Committee shall review annually its own terms of reference and make recommendations to the Executive Committee on any changes deemed necessary

15. Faculty/School and Other Committees

- 15.1 There shall be elected, in accordance with Bye Laws L, other CUSU Committees established as follows:
 - (a) Faculty/Schools Committees for each of the University's Schools and Faculties which shall meet at least once per term;
 - (b) Executive Committee shall establish Halls Committees as considered necessary and appropriate in accordance with Bye Laws L;
 - (c) NUS Conference Committee;
 - (d) Elections Committee.

15.2 The terms of reference and membership of these other committees are as determined by Bye Laws L.

16. Elections

16.1 The Ordinary Membership of CUSU shall elect by secret ballot in accordance with the Election regulations, Bye Laws D:

(a) Executive Committee

- (i) Vice President Communications and Engagement
- (ii) Vice President Democracy and Finance
- (iii) Vice President Representation
- (iv) Vice President Student Activities
- (v) An Executive Committee Officer for each School and Faculty of the University to be known as Faculty Chair or School Chair

(b) Union Council

- (i) where secret ballot shall be in accordance with the CUSU Elections Regulations, Bye Laws D;
- (ii) the membership of Union Council shall be determined by Union Council and ratified by the Board of Trustees and shall be in accordance with Bye Laws B;
- (iii) the election of the Chair of Union Council shall be in accordance with Bye Laws D and if the position of Chair of Union Council is vacant then the current Chair of Executive shall act as Chair.

16.2 The terms of reference for Executive Committee members and directly elected Union Council members shall be as Bye Laws A and B respectively.

17. Referenda

17.1 Referenda shall be held no more than twice per academic year; Union Council (or the Executive Committee in extraordinary circumstances) may resolve that a constitutional amendment, affiliation or matter of policy may be referred to the student body in a general referendum. A referendum may also be called by 5% of the ordinary membership signing a written request for a referendum on a specified issue; this shall be sent to the President.

17.2 All Ordinary members shall have the right to vote in a referendum. Referenda shall follow the regulations in Bye Laws D.

17.3 The Returning Officer of CUSU elections shall be the Returning Officer for Referenda

- 17.4 A Referendum must be put to the students in the form of a single simple statement with the option for students to vote in support or in opposition.
- 17.5 CUSU will produce publicity outlining both sides of the debate and will appoint both an Executive Committee officer to support the motion and one to oppose it; there will be equal resources to conduct the campaign. The use of additional resources or by the resources of any external organisation, including the University, is prohibited.
- 17.6 Should a referendum receive a total turnout of 5% of the membership, or a turnout of more than 2.5% in support, then the result shall be binding and may overrule previous decisions by the Executive Committee, Union Council, or the AGM. Should this turnout not be achieved then it shall not be binding but shall be an indicative vote for information to the Executive Committee and Union Council

18. Dismissal and Caution of Elected Officers

- 18.1 Officers of CUSU shall be subject to these Articles, the Bye Laws and any other such bye laws, procedures, policies and regulations as considered appropriate by Executive Committee, Union Council or the Board of Trustees. Officers of CUSU may be dismissed by a motion of 'no confidence' being passed by two thirds majority at Union Council or UGM or Referendum.
- 18.2 Officers of CUSU may be cautioned through a motion of censure.
- 18.3 A motion of no confidence or censure may be given for the following:
- (a) Misuse and abuse of CUSU resources
 - (b) Failing to comply with the Terms and Conditions for Sabbatical Officers
 - (c) Failure to attempt to implement Union policy
 - (d) Bringing CUSU into disrepute both internally and externally to CUSU
 - (e) Any behaviour deemed inappropriate
- 18.4 Any elected officer incurring three votes of censure during one term of office shall result in a full motion of 'no confidence' being put to Union Council.
- 18.5 The resolution of no confidence shall allow the elected officer sufficient time to clear his/her office (i.e. one day) and receive four weeks pay in lieu of notice if appropriate.

18.6 In the event of any elected officer being dismissed, the post shall remain vacant until filled by an ensuing by-election in accordance with Bye Laws D.

19. Accounts

19.1 The accounts shall be audited externally by a suitably qualified Auditor and submitted to the general membership at an Annual General Meeting (AGM) for approval. Copies shall be made available to the Board of Governors of Coventry University, and to the membership.

19.2 The financial affairs of CUSU shall be conducted in accordance with section 22 (2) of the Education Act 1994 (as amended), the Financial Regulations (Bye Laws H) and in accordance with Article 12 (Students' Union Code of Practice) of the General Regulations of Coventry University.

20. Sports Clubs and Societies

20.1 The Executive Committee shall approve sports clubs and societies which shall be known as 'recognised' by approval of a written constitution supported by not less than ten (10) ordinary members.

20.2 The membership of all sports clubs and societies shall be open to all ordinary and associate members of CUSU; there shall be at least three officers of each sports club and society who are elected from amongst the membership annually.

20.3 The Executive Committee may refuse or withdraw recognition of a sports club or society if it is considered that activities or purposes are not in accordance with CUSU purposes and policies.

20.4 The Vice President Student Activities may approve applications for recognition for a sports clubs and societies until ratification by a quorate Executive Committee.

20.5 Sports clubs and societies shall function within the regulations and procedures of CUSU, including the regulations for Sports Clubs and Societies and their Federations and the CUSU Financial Regulations (Bye Laws M and H respectively).

21. Winding Up and Liability of Members

21.1 If any property remains after CUSU has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of CUSU. It shall instead be given or transferred to some other charitable institution or institutions having

similar objects to those CUSU and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose upon CUSU. The institution or institutions which are to benefit shall be chosen by the Trustees of CUSU at or before the time of winding up or dissolution.

- 21.2 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of CUSU in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for (a) payment of the CUSU's debts and liabilities contracted before he or she ceases to be a member, (b) payment of the costs, charges and expenses of winding up, (c) adjustment of the rights of the contributories among themselves.

22. Affiliations

- 22.1 CUSU shall be affiliated to the National Union of Students. CUSU may also affiliate to any other organisation by resolution of Union Council or UGM, in accordance with CUSU's charitable status and financial regulations, subject to any overriding legislation
- 22.2 CUSU shall publish notice of any such decision stating:
- (a) the name of the organisation, and
 - (b) details of any subscription or similar fee paid or proposed to be made, to the organisation
- 22.3 The current list of affiliations shall be submitted for approval by members annually at the AGM.

23. Staffing

- 23.1 The General Manager shall be empowered, through the Executive Committee, to employ staff, who shall be responsible to the CUSU Executive Committee through an established management structure
- 23.2 All matters related to the responsibilities, conditions of employment, performance or conduct of individual members of staff shall be the responsibility of the Personnel, Training and Development Committee (in closed session) and shall not be discussed in any other Committee or Union Council, with reference to Bye Laws I
- 23.3 The General Manager shall be responsible for resolving complaints against members of CUSU staff. Complaints against the General Manager shall be referred to the President who will immediately refer the complaint to the relevant senior manager of the University, as advised by the University

- 23.4 CUSU staff may speak if requested but shall not exercise a vote in any CUSU meeting
- 23.5 CUSU staff may provide advice on their areas of expertise, but shall not publicly express their personal views on policy decisions of CUSU

24. Amendments to the Articles

- 24.1 All amendments to the Articles shall be recommended to the Board of Trustees by a two thirds majority of Union Council or a UGM or by a simple majority in a Referendum of all members in accordance with paragraph 13 above)
- 24.2 Amendments to the Articles shall be forwarded in the form of motions in accordance with the procedures outlined in paragraph 6 above and Bye Laws J
- 24.3 All amendments to the Articles shall be approved by the Board of Trustees in the first instance and then by the University's Board of Governors in accordance with the Education Act 1994 (as amended) and the current Articles of Government of the University.
- 24.4 Proposed amendments shall: (i) remove specified words, (ii) insert specified words, (iii) amend wording
- 24.5 The Executive Committee shall have the right to re-number the Articles for the purposes of clarity. These changes will be forwarded to the Board of Trustees for approval.

25. Freedom of Speech

- 25.1 CUSU acknowledges the obligations to uphold freedom of speech within Section 43 of the Education (No. 2) Act 1986. To comply with its statutory obligations, it has embodied the code of practice laid down by the Board of Governors as Bye Laws N.

26. Standing Orders for All CUSU Meetings

- 26.1 General
- (a) All Ordinary Members of CUSU may attend any Union Meeting unless specifically ordered from or excluded by the Chair of the meeting, and may participate in meetings subject to the provision of these Articles;
 - (b) Associate Members may attend and participate in CUSU Meetings (with the approval of the meeting) but cannot vote;

- (c) Non-Members of CUSU may only attend CUSU Meetings with the agreement of the Chair and shall not speak unless invited to do so by the Chair
 - (d) Appropriate alterations to Standing Orders shall be made for disabled members by the Chair
- 26.2 Procedures and Organisation of CUSU Meetings
- (a) There shall be Standing Order regulations for the Chair and debate, procedural motions, points of order and information, procedural motions and voting for all CUSU meetings as Bye Laws J.

27. Complaints and Appeals Procedure

- 27.1 Members may use the complaints procedure outlined in Bye Laws G.

28. Disciplinary and Appeals Procedure

- 28.1 All Members of CUSU shall be expected to abide by CUSU policy, and the Articles and its Appendices at all times
- 28.2 The Executive Committee may invoke these procedures as it sees fit, to ensure the good conduct of members on CUSU property or while representing CUSU and for Officers at all times
- 28.3 Members may appeal against the decision of the Disciplinary Committee
- 28.4 The procedures for both of these stages are outlined in Bye Laws F

29. Indemnity

- 29.1 Every officer, appointee or member of staff of CUSU shall be entitled to be indemnified out of the assets of CUSU against all losses or liabilities which they may sustain in or about the proper execution of their office. No officer, appointee or member of staff of CUSU shall be liable for any loss or damage or misfortune which may happen to or be incurred by CUSU in the execution of their duties, provided that the liability is not the consequence of any negligent act on their part

30. Bye Laws, Terms of Reference, Regulations, Procedures and Schedules

- 30.1 There shall be Bye Laws of the CUSU Articles which shall require the approval of Union Council and the Board of Trustees. These shall be as Bye Laws to the Articles, and not part of the Articles for the purposes of the Charities Act 2006:

- (a) Bye Laws A – Terms of Reference for Executive Committee Officers
 - (b) Bye Laws B – Terms of Reference and Membership of Union Council
 - (c) Bye Laws C – Terms of Reference and Membership of Executive Committee Sub Committees
 - (d) Bye Laws D – The Election Regulations
 - (e) Bye Laws E – Sabbatical Officers' Terms and Conditions of Service
 - (f) Bye Laws F – Disciplinary Procedures for Members of CUSU
 - (g) Bye Laws G – Procedure for Complaints against CUSU
 - (h) Bye Laws H – Financial Regulations, Schedules and Bye Laws
 - (i) Bye Laws N – Freedom of Speech
 - (j) Bye Laws O – Terms of Reference and Membership of the Standards Committee
- 30.2 There shall be Bye Laws of CUSU which shall normally only require the approval of Executive Committee for approval and amendment. These shall be:
- (a) Bye Laws I – Staff Protocol
 - (b) Bye Laws J – Organisation of CUSU Meetings
 - (c) Bye Laws K – Terms of Reference and Membership of Standing Committees and other Committees
 - (d) Bye Laws L – Terms of Reference and Membership of Other CUSU Committees
 - (e) Bye Laws M – Regulations for Sports and Societies
- 30.3 There shall be but not strictly limited to, other such bye laws, procedures, policies and regulations as considered appropriate by Executive Committee, Union Council or the Board of Trustees.

31. Exclusion of Model Articles

- 31.1 The relevant model articles in force from time to time in respect of a company limited by guarantee are hereby expressly excluded.