



## BYE LAWS P

### Board of Trustees

#### 1. Decision making by CUSU Trustees at Board of Trustee meetings

1.1. 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 he or she may have.

#### 2. Virtual meetings

2.1. A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

#### 3. Trustee decisions without a meeting

3.1. The Trustees may take a unanimous 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 whether by e-mail or other electronic communication.

3.2. A Trustees' resolution which is made in accordance with this Clause 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:

3.2.1 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 or the General Manager;

3.2.2 a minimum of five working days from first correspondence must be allowed in order for Trustees to cast an electronic vote

- 3.2.3 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 this Clause;
- 3.2.4 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 3.2.5 the Recipient prepares a minute of the decision to be circulated to all Trustees and presented at the next meeting of the Trustees.

## **5. Conflicts of Interest**

- 5.1 Whenever a matter is to be discussed at a meeting or decided in accordance with the Clause above and a Trustee has a Personal Interest (*i.e. a financial interest or an interest that does not arise in the ordinary course of being a Trustee in respect of that matter*) then he or she must:
  - 5.1.1 declare his or her interest to the Trustees;
  - 5.1.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 5.1.3 not be counted in the quorum for that part of the meeting or decision-making process; and
  - 5.1.4 withdraw during the vote and have no vote on the matter.
- 5.2 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.