

Sheffield Hallam University Students' Union

Constitutional Documents

Articles of Governance

Name and Preamble

1. There shall be a Students' Union in the name of Sheffield Hallam University Students' Union hereinafter called "the Union". The shorter name of Hallam Union may also be used.
2. Hallam Union is devoted to the educational interests and welfare of its members. These Articles of Governance have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all the Trustees. The Board of Trustees will give the utmost consideration to the views of members.
3. The Union will seek at all times to:
 - 3.1. ensure that the diversity of its membership is recognised and that equal access is available to all members of whatever origin or orientation
 - 3.2. pursue its aims and objectives independent of any political party or religious group

Interpretation

4. In this Constitution and in any Regulations the following words and phrases shall have the following meanings unless the meaning is not consistent with the context of the word in question:
 - 4.1. Academic Year A period starting on 1 September in any year and ending on 31 August in the following year or, if different, the academic year of the University
 - 4.2. Articles these Articles of Governance of the Union
 - 4.3. Board of Trustees the Board of Trustees
 - 4.4. Bye Laws the bye laws setting out the working practices of the Union made from time to time in accordance with Article 76
 - 4.5. Chair the Sabbatical Trustee elected to the position of President
 - 4.6. Chief Executive (CEO) the senior employee of the Union appointed by the Board of Trustees to carry out the duties allocated and delegated to him/her
 - 4.7. 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
 - 4.8. Code of Practice the code of practice relating to Sheffield Hallam University's obligations under Section 22 of the Education Act 1994

- 4.9. External Trustee a Trustee appointed in accordance with Articles 24-27 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act 1994
- 4.10. Education Act the Education Act 1994
- 4.11. Elected Officers those members who are elected to office by Cross Campus Ballot
- 4.12. Elected Trustees the Sabbatical Trustees and the elected Student Trustees together
- 4.13. in writing means written, printed or transmitted writing including by electronic communication
- 4.14. Liberation Groups a group of students who share a specific common interest who meet together to support each other and provide feedback into the Union structure
- 4.15. the University Sheffield Hallam University
- 4.16. members members of the Union being enrolled students at Sheffield Hallam University
- 4.17. Office the principal office of the Union
- 4.18. Sabbatical Trustee a Trustee appointed in accordance with Articles 20-22
- 4.19. Personal Interest as set out in Article 50 shall mean a financial interest or an interest that does not arise in the ordinary course of being a member
- 4.20. Policy representational policy set by Referenda or Union Council in accordance with Article 77 and Articles 81-86. Representational policy is only subject to the authority of the Board of Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Union
- 4.21. President of the Students' Union the Sabbatical Trustee elected by the members to be the President of the Students' Union and deemed to be a major office holder of the Union for the purposes of Section 22 of the Education Act 1994
- 4.22. Referenda a vote that all members of the Union are entitled to cast
- 4.23. Returning Officer the person(s) appointed by Union Council to be responsible for the good conduct and administration of all elections and referenda
- 4.24. Sabbatical Officer an Officer who has a portfolio appointed in accordance with Articles 79-80 and deemed to be a major office holder of the Union for the purposes of Section 22 of the Education Act 1994
- 4.25. Standing Committee A standing committee of the Union with specific delegated responsibilities as listed in Bye Law 8.

- 4.26. Student any individual who is formally registered for an approved programme of study provided by Sheffield Hallam University
 - 4.27. Student Trustee a Trustee appointed in accordance with Article 23 who is a student and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act 1994
 - 4.28. Trustee and Trustees the Sabbatical Trustees, Student Trustees and External Trustees
 - 4.29. the Union Sheffield Hallam University Students Union or Hallam Union
 - 4.30. Union Council the Student body constituted in accordance with these Articles and the Bye Laws of the Students' Union
5. Any reference to a statute, statutory provision or subordinate legislation shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation
6. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa

Objects

7. The Union's objects are the advancement of education of students at Sheffield Hallam University for the public benefit by:
- 7.1. promoting the interests and welfare of students at Sheffield Hallam University during their course of study
 - 7.2. providing representation, advice and assistance to students on matters affecting their welfare and interests as students
 - 7.3. providing social, cultural, sporting and recreational activities for members so as to further the educational purposes of Sheffield Hallam University
 - 7.4. being the recognised representative channel between students and Sheffield Hallam University and any other external bodies
 - 7.5. promoting and encouraging contact and co-operation between students in all matters affecting their interests without regard to ethnic origin, nationality, gender, sexual orientation, religion, disability or age

Powers

8. To promote its objects, but not for any other purpose the Union may:
- 8.1. provide services and facilities for students
 - 8.2. establish, support, promote and operate a network of student activities for members

- 8.3. alone or with organisations seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities are conducted on the basis of well-founded reasoned argument and shall be confined to the activities which an English charity may properly undertake and provided that the Union complies with the Education Act (1994) and any guidance published by the Charity Commission
- 8.4. write, make, commission, print, publish or distribute materials or assist in these activities
- 8.5. promote, initiate, develop and carry out education and training and arrange, provide, or assist with exhibitions, lectures, meetings, seminars, displays or classes
- 8.6. promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results
- 8.7. provide or appoint others to provide guidance, representation and advocacy
- 8.8. purchase, lease, hire or receive property including land, buildings and equipment and equip it for use
- 8.9. sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (subject to any consent required by law)
- 8.10. borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law)
- 8.11. raise funds and invite and receive contributions from any person(s) provided that the Union shall not carry out any taxable trading activities raising funds
- 8.12. carry on primary purpose trade in the course of carrying out any of its objects
- 8.13. incorporate wholly owned subsidiary companies to carry on any taxable trade
- 8.14. subject to Clause 8.27 employ and pay employees and professionals or other advisors
- 8.15. grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants
- 8.16. set up charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage such charitable institutions, subscribe, lend or guarantee money to such charities
- 8.17. undertake and execute any charitable trusts which may lawfully be undertaken by it
- 8.18. invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities or property
- 8.19. delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 8.19.1. the investment policy is set down in writing for the financial expert by the Trustees

- 8.19.2. every transaction is reported promptly to the Trustees
- 8.19.3. the performance of the investment is reviewed regularly by the Trustees
- 8.19.4. the Trustees are entitled to cancel the delegation at any time
- 8.19.5. the investment policy and the delegation arrangements are reviewed at least once a year
- 8.19.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
- 8.19.7. the financial expert may not do anything outside the powers of the Trustees
- 8.20. arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required
- 8.21. 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
- 8.22. open and operate banking 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
- 8.23. purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects
- 8.24. incorporate and transfer all its assets to a charitable limited liability legal entity
- 8.25. pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to any claim arising from any liability incurred by the Trustees to pay a fine imposed in any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not
- 8.26. do all such other lawful things as shall further the Union's objects
- 8.27. the income and property of the Union shall be applied solely towards the promotion of its objects set out in the Articles of Governance. No part shall be paid or transferred directly or indirectly to members of the Union except for payment in good faith of:
 - 8.27.1. any payment made to any beneficiary of the Union (including a member)

- 8.27.2. reasonable and proper remuneration to any person (not being a Trustee) for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Union
- 8.27.3. interest on money lent to the Union at a reasonable and proper rate per annum
- 8.27.4. any reasonable and proper rent for premises let to the Union
- 8.27.5. fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a member of his or her immediate family holds one percent on the capital
- 8.27.6. reasonable and proper out-of-pocket expenses of Trustees
- 8.27.7. reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 94 of the Articles of Governance
- 8.27.8. the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Union or of the Trustees benefit under this provision and provided that any such member or Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion; and
- 8.27.9. reasonable and proper remuneration to any Sabbatical Trustee to be remunerated by the Union from time to time but:
 - 8.27.9.1. only if the procedure described in Articles 20-22 of the Articles of Governance is followed in relation to the Sabbatical Trustees; and
 - 8.27.9.2. provided that this provision may not apply to more than six Sabbatical Trustees in any financial year at any one time; and
 - 8.27.9.3. subject always to the provision of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form)
- 8.28. no provision contained in the Articles of Governance of the Union may be altered and/or amended by the Union without the written approval of Sheffield Hallam University (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained, in accordance with the Education Act

Winding up

- 9. If the Trustees decide that it is necessary or advisable to dissolve the Union it shall call a meeting of all members of the Union or call a referendum for which not less than fifteen working day's notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting at a meeting, or a simple majority of a quorate referendum, the Trustees shall have the power to realise the assets held by or on behalf of the Union.

10. If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Union. It shall instead be given or transferred to Sheffield Hallam University, or if Sheffield Hallam University has ceased to exist some other charitable institution or institutions having similar objects to those of the Union 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 of Governance impose upon the Union. The institution or institutions which are to benefit if SHU has ceased to exist shall be chosen by the members of the Union at or before the time of winding up or dissolution.

Membership

11. All students of the University are full members of the Union, unless they have opted out by notifying Sheffield Hallam University of their wish not to be a member of the Union. Members' details shall be entered in a register of Members.
12. Sabbatical Trustees of the Union are full members of the Union
13. Members of the Union shall be entitled to the benefits set out in the Code of Practice. Membership rights of members may be withdrawn or suspended in accordance with the Bye-laws
14. A Member shall automatically cease to be a member of the Union when s/he ceases to be a student, or subsequently opts out of membership by giving written notice to the Union in accordance with the Bye-laws and/or when s/he ceases to be a Sabbatical Trustee

Associate Membership

15. Associate membership of the Union shall be granted to all persons in the employ of the University or the Union

Life Membership

16. All former full members of the Union are eligible to become Life Members. Union Council shall determine the form of application for Life Membership and Life Membership shall be subject to such rights and obligations as Union Council consider appropriate. Life Members shall not be members for the purposes of the Articles of Governance and shall not be entitled to vote on any matter. Union Council has the power to revoke Life Membership.

Honorary Life Membership

17. Union Council may elect to and remove from Honorary Life Membership of the Union such persons as they consider to be fit. An Application for Honorary Life membership shall be made in the form to be determined by Union Council from time to time and Honorary Life Membership shall be subject to such rights and obligations as the Union Council consider appropriate. Provided always that such Honorary Life Members shall not be members for the purposes of the Regulations and shall not be entitled to vote on any matter.

Reciprocal Membership

18. Ordinary member of the National Union of Students shall be reciprocal members of Hallam Union. Reciprocal membership may also be granted to ordinary members of other student organisations by Union Council.

Trustees

Appointment of Trustees

19. The charity trustees of the Union ("the Trustees") shall be made up of the following persons:
 - 19.1. not more than six Sabbatical Trustees, appointed in accordance with Articles 20-22
 - 19.2. not more than four Student Trustees appointed in accordance with Article 23
 - 19.3. not more than four External Trustees appointed in accordance with Articles 24-27

Sabbatical Trustees

20. Up to 6 Sabbatical Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-laws and shall remain in office for a term of usually twelve months commencing in accordance with the Bye-laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. The Sabbatical Trustees shall be elected to posts set out in the Bye-laws. At the same time as commencing the term of office as a trustee the Sabbatical Trustees will enter into a contract of employment with the Union for a term to be determined by these Articles
21. Subject to a transitional change in the year of office as set out in Article 20:
 - 21.1. Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the members of the Union at an election to be held in accordance with the Bye-laws
 - 21.2. the maximum total term that a Sabbatical Trustee may serve is twenty four months
 - 21.3. each Sabbatical Trustee must be a member of the Union at the time of his or her election
 - 21.4. the Sabbatical Trustees shall be deemed to be "major Union office holders" for the purposes of section 22 of the Education Act 1994
 - 21.5. a Sabbatical Trustee shall become a member of the Union for a term of one year on commencement of his or her appointment or reappointment as a Sabbatical Trustee
22. The duties and remuneration of each Sabbatical Trustee shall be as set out in the Bye-laws

Student Trustees

23. Up to four Student Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-laws. Student Trustees shall remain in office for a term of up to two years if they have two years left of being a student, or one year if they have one year left of being a student. The Student Trustees shall not be deemed to be "major office holders" for the purposes of section 22 of the Education Act 1994. Each Student Trustee must be a Student at the time of his or her election (and shall continue to be a Student for the duration of his or her term as a Student Trustee).

External Trustees

24. Up to four External Trustees shall be appointed by a simple majority vote of the Appointments Committee, constituted in accordance with the Bye-laws. Subject to Article 44, the ratio of

student to non student trustees shall, with the exception of any period which may not exceed four months, be greater or equal to two to one.

25. The initial appointment of External Trustees shall be subject to one-off ratification at the next meeting of Union Council following their appointment.
26. Subject to one-off ratification by Union Council referred to in Article 25 and Article 27 external trustees shall remain in office for a term of four years calculated from the date of appointment.
27. At the end of their first term of four years, external trustees shall be eligible for re-appointment by a simple majority vote of the Trustees, but shall not be eligible for re-appointment thereafter if they have served a maximum total term of eight years. For the avoidance of doubt, the re-appointment of non-student trustees for a further four year term shall be notified to Student Council for its ratification.

Powers of Trustees

28. The Trustees shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, the Articles of Governance and Bye-laws) may exercise all the powers of the Union. No alteration of the Articles of Governance or Bye Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees. The Trustee Board will at all times act with collective responsibility.
29. The Board's powers under Article 28 shall include but not be limited to ultimate responsibility for:
 - 29.1. the governance of the Union
 - 29.2. the budget of the Union
 - 29.3. strategy of the Union, following a vote by members on the strategy and direction of the Union.
30. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine
31. The Trustees will appoint a Chief Executive who will be the most senior employee of the Union who will be responsible to the Board of Trustees, and who will be the person to whom all other employees of the Union (other than Sabbatical Officers) will be responsible.
32. No person may be appointed as a Trustee in circumstances that, had s/he already been a trustee, s/he would have been disqualified in accordance with Articles 51-54 or otherwise from acting.

Delegation of Trustees' Powers

33. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 33.1. the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and

- 33.2. the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
 - 33.3. the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
 - 33.4. all delegations under this Article shall be revocable at any time; and
 - 33.5. the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
34. The Trustees shall establish committees which may include but not be limited to
- 34.1. Appointments Committee
 - 34.2. Finance and Services Committee
 - 34.3. Remuneration Committee
- in accordance with their powers under Articles 28-32
35. For the avoidance of doubt, the Trustees may (in accordance with Articles 28-32) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.
36. The meetings and proceedings of any committee shall be governed by the provisions of the Articles of Governance and the Bye-laws regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Expenses of Trustees

37. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Union or otherwise in connection with the discharge of their duties.

Proceedings of Trustees

38. Subject to the provisions of the Articles of Governance and the Bye-laws, the Trustees may regulate their proceedings as they think fit.
39. Four trustees may and the CEO at the request of four Trustees, shall call a meeting of the Trustees. Notice of every meeting of the Trustees stating business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any minor irregularity in respect of such

notice or by reason of any business being considered which is not specified in such general particulars.

40. The President of the Union will be the Chair of the Trustees unless another Sabbatical Trustee is appointed as Chair by a resolution of the Trustees. The Trustees may at any time remove him or her from the office of Chair.
41. The Trustees may appoint an External Trustee to be Vice Chair of the Trustees and may at any time remove him or her from office. The role of the Vice Chair will be to support the Chair.
42. Questions arising at a meeting shall be decided by a majority of votes. Trustees will at all times act with collective responsibility.
43. The quorum for the transaction of the business of the Trustees shall be seven (such quorum must include at least three Sabbatical Trustees and at least one External Trustee. Guests or observers can attend meetings of Trustees, in accordance with Bye-law 8.
44. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may take steps to increase the number of Trustees (including arranging an election) so that there is a quorum.
45. Unless s/he is unwilling to do so, the Chair shall preside at every meeting of Trustees at which s/he is present. If there is not a Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
46. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting in good faith as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee (excluding the election and selection process) or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
47. Save where a Trustee is not entitled to vote on the resolution due to a conflict or otherwise a resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. The written resolution may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
48. The Trustees shall invite the Chief Executive to attend and speak at meetings of the Board of Trustees. The CEO shall not be entitled to vote or count in the quorum upon any business transacted at such meetings.
49. The Trustees shall hold a minimum of 4 meetings in any Academic year.

Conflicts of Interest

50. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Students' Union in relation to a matter to be discussed at a meeting s/he must:
- 50.1. declare an interest before discussion begins on the matter
 - 50.2. withdraw from that part of the meeting unless expressly invited to remain
 - 50.3. in the case of personal interests not be counted in the quorum for that part of the meeting
 - 50.4. in the case of personal interests withdraw during the vote and have no vote on the matter
 - 50.5. In particular these provisions shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be remunerated by the Union as an employee of the Union.

Disqualification and Removal of Trustees

51. The Office of a trustee shall be vacated if:
- 51.1. s/he becomes prohibited at law from being a charity trustee
 - 51.2. s/he becomes bankrupt or makes any arrangement or composition with his or her creditors generally
 - 51.3. s/he becomes incapable by reason of mental ill health, disorder, illness or injury of managing and administering his or her own affairs
 - 51.4. s/he resigns his or her office by notice to the Union (but only if at least two Trustees will remain in office when the notice of resignation is to take effect)
 - 51.5. s/he is absent from two consecutive meetings of the trustees without good cause
 - 51.6. s/he is removed from office under Articles 52-54

Removal of Sabbatical Trustees

52. The office of a Sabbatical Trustee shall be vacated if:
- 52.1. s/he is removed from office by decision of Union Council following the recommendations of the Disciplinary Sub Committee in accordance with the Guidance and Strategy Documents
 - 52.2. s/he is removed by a resolution of the Sabbatical Trustees and the Student Trustees for not acting in the best interests of the Union. For the avoidance of doubt, External Trustees and the Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Chair shall not be entitled to a casting vote.
 - 52.3. subject to Articles 55 and 56 an officer removed under Articles 52.1 and 52.2 shall be removed both from his or her remunerated sabbatical position and as a trustee.

Removal of External Trustees

53. The office of External Trustee shall be vacated if:
- 53.1. s/he is removed by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of Trustees provided that:
 - 53.1.1. a majority of the Sabbatical Trustees vote in favour of removing the Trustee concerned; and
 - 53.1.2. a majority of the External Trustees vote in favour of removing the Trustee concerned
 - 53.1.3. student trustees may vote, but the Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Chair shall not be entitled to a casting vote.

Removal of Student Trustees

54. The office of a Student Trustee shall be vacated if:
- 54.1. s/he is removed from office by decision of Union Council following the recommendations of the Disciplinary Sub Committee in accordance with the Guidance and Strategy Documents
 - 54.2. s/he is removed by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of the Trustees provided that a majority of the Sabbatical Trustees vote in favour of removing the Student Trustee and a majority of External Trustees vote in favour of removing the Student Trustee.
 - 54.3. The Trustee concerned shall not vote on the resolution, but the remaining Student Trustees will be able to vote. In the event of an equality of votes, the Chair shall not be entitled to a casting vote.

Rights of Removed Trustees

55. A resolution to remove a Trustee in accordance with Articles 52-54 shall not be passed unless the Trustee concerned has been given at least 15 clear working days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the Trustees.
56. A Trustee removed from office in accordance with Articles 52-54 shall be entitled to appeal the decision to remove him or her to an Appeal Body within 15 working days of the resolution. The Appeal Body shall be made up of the Chair of Union Council, a University nominee, one independent person and a Chief Executive and Sabbatical Officer from another Students' Union. The independent member should be a Full Member, but not sit on Union Council. The selection of the members of the Appeal Body and its procedures will be as set out in the Strategy and Guidance documents.

Replacement of Trustees

57. If a Sabbatical Trustee retires, is disqualified or removed from office at any time, there will be a bye election in accordance with Bye Law 9 and the vacancy shall remain until the elections have been held.

Annual General Meeting

58. The Union shall hold an Annual General Meeting once in each calendar year. Not more than 18 months shall pass between the date of one Annual General Meeting and the next.
59. The Annual General Meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of members to attend

Other General Meetings

60. The Trustees, or Union Council, may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect signed by at least 2.5% of the members having the right to attend and vote at general meetings. General Meetings shall only take place to advise the Trustees and/or Union Council on matters of policy.

Length of Notice

61. An Annual General Meeting shall be called and clearly advertised by at least 10 clear working days' written notice.

Contents of Notice

62. Every notice calling an Annual General Meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. This shall include:
- 62.1. Ratification of minutes of previous AGM
 - 62.2. Receiving the Trustees report
 - 62.3. Receiving the Accounts
 - 62.4. Appointment of Auditors
 - 62.5. Reviewing list of Affiliations
 - 62.6. Open questions to the Trustees by the Members

Service of Notice

63. Notice of Annual General Meetings shall be given to every Member and to the Trustees of the Union. Every Member has the right to attend Annual General Meetings and the right to vote.

Proceedings at Annual General Meetings

64. No business shall be transacted at any Annual General Meeting unless a quorum is present. Thirty people entitled to vote upon the business to be transacted, each being a member (but excluding Trustees) shall be a quorum.
65. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to

such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be adjourned and notice that two consecutive meetings have not reached quorum should be given to Union Council who shall constitute the AGM.

66. The Chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees, shall preside as chair of the meeting, but if neither the chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, s/he shall be chair.
67. A Trustee may, even if not a member, attend and speak at any general meeting. The CEO may attend and speak at any general meeting.
68. The Chair may, with the consent of a meeting at with a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for ten working days or more, at least five clear working days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to given any such notice.
69. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded by the chair, or by at least ten members having the right to vote at the meeting.

Votes of members at AGMs

70. In a show of hands, every full member present shall have one vote. On a poll, every full member present shall have one vote.
71. In a show of hands or in a poll votes shall be cast by Full Members present showing their SHU cards. Unless otherwise stated, a simple majority shall be required in all matter decided by vote.
72. No other person shall have the power of a vote
73. No member may vote on any matter in which s/he is personally interested, or debate on such a matter without in either case the permission of the majority of the members present in person at the meeting, such permission to be given or withheld without discussion. Membership of activity groups of the Union and any related benefit to such members shall not constitute a personal interest for the purposes of these Articles.

Amendments to the Constitution

74. The Trustees and Sheffield Hallam University shall review the Articles of Governance and Bye-laws every five years with effect from the date that these Articles of Governance come into effect.
75. No alteration or amendment of the Articles of Governance should be made which would have the effect of the Union ceasing to be a Charity. Save where the amendment to the Articles is a

consequential amendment due to a change in the Bye-laws, any vote to amend the Articles shall require the following:

- 75.1. a minimum threshold of 1500 of members voting by referenda
- 75.2. the approval of 75% of the members of the Union who vote in the referenda; and
- 75.3. the approval of Sheffield Hallam University (where required for the purposes of compliance with Section 22 of the Education Act 1994).

Bye-laws

76. The Trustees and Union Council shall have the power from time to time to make, repeal or alter Bye-Laws as to the management of the Union and its affairs, the duties of any officers or employees of the Union, the appointment and conduct of business by the Trustees, the Union Council, the Elected Officers or any committee and as to any matters or things within the powers or under the control of the Trustees, provided that such Bye-Laws shall not be inconsistent with these Articles of Governance.

Referenda

77. The Union shall hold an ordinary Referendum for the purposes of agreeing Policy as a minimum twice every Academic year, subject to quorum provisions set out in the Bye-laws. The Bye-laws set out the procedures for calling a Referendum

Guidance and Strategy Documents

78. The trustees shall have the power from time to time to make, repeal or alter Guidance and Strategy Documents provided that such Guidance and Strategy Documents shall not be inconsistent with these Articles of Governance.

The Elected Officers

79. The Elected Officers shall meet in accordance with the Bye-laws. The Elected Officers' responsibility shall include, but not be limited to, the following:
 - 79.1. representational: to promote and defend the rights of members
 - 79.2. campaigning: to campaign on issues affecting members
80. Elected Officers will act with collective responsibility

Union Council

81. The Union Council shall have authority to:
 - 81.1. represent the voice of Students
 - 81.2. subject to Article 85 set the policy of the Union, and refer policy to referenda of the members (in accordance with the Bye-laws)
 - 81.3. amend the Bye-laws subject to Article 76
 - 81.4. receive a quarterly report from the Trustees

- 81.5. set up a sub-group to appoint Honorary Life members in accordance with the Bye-laws
- 81.6. hold the Elected Officers to account for their representational work
82. The composition of the Union Council shall be as set out in the Bye-laws.
83. Members of Union Council shall be appointed in accordance with the Bye-laws.
84. The Union Council shall meet in accordance with the Bye-laws
85. Decisions made by Union Council are only subject to the authority of the Trustee Board on the following grounds:
 - 85.1. financial considerations
 - 85.2. charity or education law, or other legal requirements (including ultra vires)
 - 85.3. reputation of the Union
86. All policies of the Union and decisions made by Union Council are binding on all members of Union Council collectively and individually

General Minutes

87. The Trustees shall keep minutes of all proceedings at the Annual General Meeting of the Union and of meetings of the Trustees, and of Committees of Trustees, including the names of the Trustees present at each such meeting and any such minute, if purported to be signed 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 Union, be sufficient evidence of the proceedings. The minutes of the meetings will be available to Members.

Accounts and Reports

88. The Trustees shall comply with the requirements of the Education Act 1994 and the Charities Act 2006 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts.
89. The members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Articles 87 and 88

Notices

90. Subject to Article 91, any notice to be given to or by any person pursuant to the Articles of Governance shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
91. The Union may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her address or by leaving it at that address or by facsimile or by electronic means to his or her address or by posting it on the Union website.
92. A member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

93. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice posted on the Union's website at the expiration of 48 hours after it was posted.

Indemnity

94. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Union shall be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which s/he is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach or duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees Indemnity Insurance

95. The Trustees shall have power to resolve pursuant to Article 8.25 to effect trustees' indemnity insurance, despite their interest in such policy