



Heriot-Watt Student Union

Articles of Association

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

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hwunion.com

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8. DEFINITIONS

1. BACKGROUND

- 1.1.1 Since 1966, the Heriot-Watt University Student Association has been constituted under the Charter of Heriot-Watt University. The Association is a Charitable Company, Limited by Guarantee and registered in Scotland (Charity Number [SC011949](#); Company Number [504788](#)). The organisation has adopted the title Heriot-Watt Student Union (HWUnion).
- 1.1.2 The Articles of Association set the framework for HWUnion as a registered charity and a company limited by guarantee. They provide the governing structure for HWUnion as agreed by its Board of Trustees and Members, and give the Board reasonable authority to manage the affairs of the Union in a professional manner. The Articles are the ground rules for how HWUnion works and what it does. They are supplemented by the HWUnion [‘Bye-Laws’](#) which provide more specific details on what the democratic structures do and how they operate, and on how elections, meetings, and societies are run.

2. KEY CONSTITUTIONAL PROVISIONS

2.1 OVERVIEW

- 2.1.1 The [UK Companies \(Model Articles\) Regulations 2008](#) for Private Companies Limited by Guarantee are excluded in respect of this Union.
- 2.1.2 In these Articles the meanings of any defined terms used are set out in [Section 8 – Definitions](#).
- 2.1.3 If any dispute arises in relation to the interpretation of these Articles or the [Bye-Laws](#), it shall be resolved by the Board of Trustees.
- 2.1.4 Any reference to a provision of any legislation (including any statutory instrument) must include any subsequent statutory modification.

2.2 OBJECTS

The objects (“The Objects”) of the Heriot-Watt Student Union (“the Union”) shall be:

- 2.2.1 The advancement of education of students at Heriot-Watt University by representing, supporting, advising and promoting the interests, health and welfare of students within the University during their course of study and within the wider community, and by promoting student participation in, facilitating, co-ordinating and developing, the services, projects and activities of the Union;
- 2.2.2 The provision of recreational activities through the services, projects and activities of the University providing social, cultural, and recreational activities and forums for discussions and debate for the personal development of its Students;
- 2.2.3 The advancement of community development within the University and within the wider community through student participation in the Union and its services, projects and activities, and by facilitating the involvement of students in the wider community;
- 2.2.4 The relief of the student needs by being the recognised representative channel between Students and Heriot-Watt University, other academic organisations, the general public and any other external bodies and promoting social and academic unity among students of the University.
- 2.2.5 Subject to first obtaining the consent of the Office of the Scottish Charity Regulator (OSCR), the Union may add to, remove or alter the statement of the Union's Objects; on any occasion when it does so, it must give notice to Companies House and the amendment will not be effective until that notice is duly recorded.

2.3 POWERS

To further its objects, but not for any other purpose, the Union may:

- 2.3.1 Provide services and facilities for Members;
- 2.3.2 Establish, support, promote and operate a network of student activities for Members;

- 2.3.3 Support any fundraising activities carried out by its Members for charitable causes, including the provision of administrative support;
- 2.3.4 Alone or with other organisations:
1. carry out campaigning activities;
 2. influence the actions of the University;
 3. influence public opinion;
 4. make representations to influence governmental and other bodies and institutions;
- 2.3.5 Undertake the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which a Scottish charity may properly undertake and provided that the Union complies with the [UK Education Act 1994](#) and any relevant subsequent legislation and guidance published by OSCR;
- 2.3.6 Write, make, commission, print, publish, or distribute materials or information or assist in these activities;
- 2.3.7 Promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 2.3.8 promote, encourage, carry out or commission research, surveys, studies or other work and publish the results;
- 2.3.9 provide or appoint others to provide advice, guidance, representation and advocacy;
- 2.3.10 co-operate with other charities and bodies and exchange information and advice with them;
- 2.3.11 become a member, affiliate or associate of other charities and bodies;

- 2.3.12 support, set up or merge with other charities with objects identical or aligned with the Union's objects, and act as or appoint Trustees, agents, nominees or delegates to control and manage such charities;
- 2.3.13 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 2.3.14 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Board of Trustees considers it appropriate to do so;
- 2.3.15 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities out with the recommendations of OSCR in raising funds;
- 2.3.16 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the [Charities and Trustee Investment \(Scotland\) Act 2005](#));
- 2.3.17 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 2.3.18 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the [Charities and Trustee Investment \(Scotland\) Act 2005](#));
- 2.3.19 make grants or loans of money and give guarantees;
- 2.3.20 set aside funds for special purposes or as reserves against future expenditure;
- 2.3.21 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 2.3.22 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 1. the investment policy is set down in writing for the financial expert by the Board of Trustees;

2. every transaction is to be made promptly available to the Board of Trustees upon request;
3. the performance and portfolio of the investment is reviewed regularly by the Board of Trustees;
4. the Board of Trustees is entitled to cancel the delegation at any time pending notice period as appropriate;
5. the investment policy and the delegation arrangements are reviewed by the Board of Trustees at least once a year;
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 Board of Trustees on receipt; and
7. the financial expert may not do anything outside the powers of the Board of Trustees.

2.3.23 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 the UK and authorised by an appropriate UK body) under the control of the Board of Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;

2.3.24 open and operate banking accounts and other facilities for banking and other financial transactions;

2.3.25 trade in the course of carrying out any of its Objects;

2.3.26 establish or acquire subsidiary companies to carry on any taxable trade;

2.3.27 subject to the limitation on private benefits, employ and pay employees and professionals or other advisors;

2.3.28 grant pensions and retirement benefits to employees of the Union and subscribe to funds or schemes for providing pensions and retirement benefits

for employees of the Union;

2.3.29 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 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:

1. any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
2. any liability incurred by the Trustees in defending 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
3. 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.

2.3.30 do all such other lawful things as shall further the Union's Objects.

2.4 CONDUCT OF THE UNION

2.4.1 The Union shall be conducted in accordance with the provisions of UK and Scottish Charity law and the Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles.

2.4.2 The Union will seek at all times to:

1. ensure that the diversity of its Membership is recognised and that equal access and participation is available to all Members;

2. pursue its aims and objectives independent of any political party or religious group.

2.4.3 These Articles have been structured to give authority to the Board of Trustees 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 (the Officer Trustees) and to pass a vote of no confidence in these elected Officer Trustees. The Board of Trustees will give the utmost consideration to the views of Members in this respect.

2.4.4 As set out in the [UK Education Act 1994](#), Heriot-Watt University has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union works alongside Heriot-Watt University in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Members are met.

2.4.5 The Union, as a registered Charity, has a duty to comply with the [Charities and Trustee Investment \(Scotland\) Act 2005](#), and subsequent legislation or Guidance from OSCR. The Union shall submit its Annual Return to OSCR, Companies House, and any other relevant reporting bodies on time and respond to new guidance as required.

2.5 BYE-LAWS AND STANDING ORDERS

2.5.1 The Board of Trustees shall adopt such [Bye-Laws](#) and Standing Orders as it may deem appropriate for the conduct and administration of the affairs of the Union.

2.5.2 The [Bye-Laws](#) and Standing Orders may be amended by the Student Executive Committee, in consultation with the Board of Trustees, and with approval by the Board where issues impact on the Union's governance, finance and/or the reputation of the Union. The change must be supported through the minutes of a General Meeting of Members and must be passed by a majority vote. The amendment must be:

1. placed on the agenda of the next Board of Trustee meeting for noting;

2. sent to the University within four weeks of its adoption for noting, along with a copy of the [Bye-Laws](#) and any material amendments to them.

2.6 RESTRICTIONS ON USE OF THE UNION'S ASSETS

2.6.1 The income and property of the Union shall be applied solely towards the promotion of its objects as set out in these Articles and no part of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members or Trustees.

2.6.2 Article 2.6.1 shall not prevent any payment in good faith by the Union of:

1. any payments made to any Member in their capacity as a beneficiary of the Union;
2. reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee, 2.6.3 shall apply;
3. interest on money lent by any Member to the Union at a reasonable and proper rate; and
4. any reasonable and proper rent for premises let by any Member to the Union

2.6.3 Except as provided in Article 2.6.4, no Trustee may sell goods, services, or any interest in land to the Union, be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:

1. any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
2. reasonable and proper expenses of the Trustees;

3. interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
4. any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
5. reasonable and proper premiums in respect of indemnity insurance effected.

2.6.4 Any Trustee appointed to any office of the Union paid by salary or fees or receiving any remuneration or other benefit in money or money's worth from the Union shall do so only in accordance with the provisions of the [Charities and Trustee Investment \(Scotland\) Act 2005](#) and the [UK Education Act 1994](#).

2.7 GENERAL STRUCTURE

The structure of the Union consists of:

- 2.7.1 the MEMBERS – who have important powers under the Articles of Association and the [UK Education Act 1994](#), elect students to serve as Officer Trustees and take decisions in relation to changes to the Articles themselves; have the right to attend General Meetings including any Extraordinary General Meetings (EGM).
- 2.7.2 the TRUSTEES – who are Company Directors of the Union and who hold and attend regular Board meetings. Trustees control and supervise the strategic direction of the Union, in particular the Board of Trustees is responsible for monitoring the financial position of the Union.
- 2.7.3 The Student Executive Committee shall exist and meet in accordance with the [Bye-Laws](#).
- 2.7.4 A Chief Executive Officer shall be appointed by the Board of Trustees for day-to-day management, supported by a Senior Management Team.

2.8 LIABILITY OF THE TRUSTEES

2.8.1 Each Trustee undertakes that if the Union is wound up while they are a member of the Trustee Board (or within one year after they cease to be a Trustee), they will contribute up to a maximum of one pound sterling to the assets of the Union, to be applied towards:

1. payment of the Union's debts and liabilities contracted before they cease to be a member of the Trustee Board;
2. payment of the costs, charges and expenses of winding up; and
3. adjustment of the rights of the contributories among themselves.

2.8.2 The Trustees have certain legal duties under the [UK Companies Act 2006](#), and [Charities and Trustee Investment \(Scotland\) Act 2005](#); Article 2.8.1 does not exclude (or limit) any personal liabilities the Trustee might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

3. MEMBERS OF THE UNION

3.1 MEMBERSHIP

3.1.1 The following persons are admitted to Membership in accordance with these Articles and shall be the Members:

1. All matriculated students of Heriot-Watt University based at the University's UK campuses, who have not opted out of Membership by notifying the Union of their wish not to be a Member of the Union, shall be Ordinary Members. Other categories of Member shall be determined in the [Bye-Laws](#).
2. The elected Officer Trustees will be Members of the Union.

3.2 MEMBERSHIP SUBSCRIPTIONS

3.2.1 Subscriptions payable by Members of the Union shall be determined in the [Bye-Laws](#).

3.3 TRANSFER/TERMINATION OF MEMBERSHIP

3.3.1 Membership shall not be transferable and shall cease on death.

3.3.2 A Member shall automatically cease to be a Member of the Union if:

1. They cease to be a Student;
2. They cease to be an Officer Trustee and a student;
3. They opt out of Membership by giving written notice to the Union in accordance with the [Bye-Laws](#).
4. A decision is made to remove their Membership in accordance with the [Code of Conduct](#) or disciplinary procedures.
5. They otherwise cease to meet the requirements for Membership.

4. TRUSTEES

4.1 NUMBER AND APPOINTMENT OF TRUSTEES

4.1.1 The minimum number of Trustees shall never be less than four, the maximum is twelve. The structure of the Board is designed to achieve equivalence in the number of trustees across two distinct areas: internal student representation; and external professional expertise.

4.1.2 Trustees shall be appointment by sub-committee in accordance with the [Terms of Reference](#) of the Board.

4.2 ELIGIBILITY AND COMPOSITION OF THE BOARD OF TRUSTEES

4.2.1 A person will not be eligible for election or appointment to the Board of Trustees if they are disqualified from being a charity Trustee under the [Charities and Trustee Investment \(Scotland\) Act 2005](#).

4.2.2 The Board of Trustees shall be made up as follows:

(i) Internal Student Representation – Up to six trustees from the Heriot-Watt student community based on the UK campuses, comprising a combination of Officer and Student Trustees:

1. Officer Trustees comprising the President and Vice-Presidents of The Union (also referred to as Full-Time Officers) and who are members of the Student Executive Committee. The Officer Trustees are elected by the Members in accordance with these Articles;
2. Student Trustees who are Members of The Union and students of the University, selected in accordance with these Articles;

(ii) External Professional Expertise – Up to six trustees with relevant experience comprising:

3. Not less than three Trustees who are external to the Union and the University, and who are appointed in accordance with these Articles, including one of whom must be an alumnus of Heriot-Watt University;
4. One Heriot-Watt University-nominated Trustee ratified by the Board;

(iii) Additionally, up to two further Trustees may be co-opted onto the Board of Trustees on condition that this is supported by two thirds of the Trustees.

4.3 OFFICER TRUSTEES

- 4.3.1 The Officer Trustees shall be elected by anonymised ballot by the Members of the Union at an election held in accordance with the [Bye-Laws](#).
- 4.3.2 The Officer Trustees shall remain in office for a term of one year 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.
- 4.3.3 Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election held in accordance with the [Bye-Laws](#). For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.
- 4.3.4 Each Officer Trustee must be a student or an Officer Trustee (if standing for re-election) at the time of election and will continue as a Member of the Union for the duration of appointment as an Officer Trustee. Such Membership shall cease when the Officer Trustee ceases to be a student and an Officer Trustee of the Union.
- 4.3.5 The Officer Trustees shall be deemed to be "major union office holders" for the purposes of [Section 22 of the UK Education Act 1994](#).
- 4.3.6 On commencement of the term of office as an Officer Trustee, the individual will enter into a contract of employment with the Union for a term to be determined by these Articles. The duties and method of remuneration of each Officer Trustee shall be as set out in the contract and the [Bye-Laws](#).

4.4 STUDENT TRUSTEES

- 4.4.1 Student Trustees shall be appointed by the Board of Trustees following a selection process. Each Student Trustee must be a student of Heriot-Watt University at the time of appointment and shall continue to be a Student for the duration of appointment as a Student Trustee.

- 4.4.2 Student Trustees will be appointed for a term of up to two years commencing in accordance with the [Terms of Reference](#). The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end date.
- 4.4.3 A Student Trustee may serve a maximum of two terms.

4.5 ALUMNI TRUSTEES

- 4.5.1 Alumni Trustees must have graduated from Heriot-Watt University at least five years prior to appointment.
- 4.5.2 At least one Alumni Trustee shall be appointed by the Board of Trustees following a selection process. Alumni Trustees shall remain in office for a term of up to four years commencing in accordance with the [Terms of Reference](#).
- 4.5.3 Alumni Trustees may serve a maximum of two terms which may be either consecutive or non-consecutive.

4.6 EXTERNAL TRUSTEES

- 4.6.1 In addition to the University-nominated External Trustee ratified by the Board, up to five, and not less than three, further External Trustees shall be appointed by the Board of Trustees following a selection process. Confirmation of the appointment of trustees to the Board will be communicated electronically to Members by the Union.
- 4.6.2 External Trustees shall remain in office for a term of up to four years commencing in accordance with the [Terms of Reference](#).
- 4.6.3 External Trustees may serve a maximum of two terms, which may be either consecutive or non-consecutive.

4.7 UNIVERSITY-APPOINTED TRUSTEE

- 4.7.1 Heriot-Watt University has the right to nominate one Trustee from amongst the staff of the University. The nominee must be ratified by the Board prior to appointment. The University-appointed trustee will normally serve a maximum of two consecutive four-year terms. However, in recognition of the important contribution provided by this role, continuity is essential and the maximum term may be extended to ten years.

4.8 CHAIR AND DEPUTY CHAIR

- 4.8.1 The Chair of the Board of Trustees shall be elected by the Board members by a two thirds majority vote and will serve for a period of one year. Annual election of the Chair of the Trustees shall take place at the first Trustee meeting of the annual academic year.
- 4.8.2 The President shall be the Deputy Chair of the Board of Trustees unless elected Chair in which case the Board shall elect a Deputy Chair from its External Trustees by a simple majority vote.
- 4.8.3 The Chair shall act as the line manager of the Chief Executive Officer on condition that the Chair is an External Trustee. If this is not the case, Trustees will select an External Trustee to act in this role on behalf of the Board.
- 4.8.4 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the meeting.

4.9 REMOVAL, REPLACEMENT, OR SUSPENSION OF TRUSTEES

- 4.9.1 The Union may, by Special Resolution in accordance with the [Bye-Laws](#), remove a Trustee at any time. Such a resolution shall only be triggered by a petition being signed by at least 5% of Members. Upon receipt of such a petition the Union shall convene a General Meeting in accordance with these

Articles.

- 4.9.2 If an Officer Trustee resigns, is disqualified, removed from office or their contract of employment with the Union ceases at any time prior to or following the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the [Bye-Laws](#). Any person elected under this article will be required to assume the responsibilities of the outgoing Officer Trustee.
- 4.9.3 If a Student Trustee resigns, is disqualified or removed from office, a replacement may be appointed to the vacancy in accordance with the [Terms of Reference](#) and these Articles. If an Alumni Trustee or an External Trustee resigns, is disqualified or removed from office, an alternative Alumni Trustee or External Trustee (as appropriate) shall be appointed to fill the respective vacancies.
- 4.9.4 A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at meetings of the Trustees.

4.10 TERMINATION OF OFFICE OF A TRUSTEE

4.10.1 A Trustee shall automatically vacate office if:

1. They become incapable for medical reasons of fulfilling their duties as a Trustee and such incapacity is expected to continue for a period of more than six months;
2. in the case of an Officer Trustee, they cease to be an employee of the Union;
3. in the case of a Student Trustee, they cease to be a student;
4. in the case of a University Trustee, they cease to be an employee of the University;

5. Other than for Officer Trustees, if they become an employee of the Union;
6. They resign from the position of Trustee by notice to the Union;
7. They are removed from the position of Trustee by a majority vote of the Trustee Board (Special Notice having been given) in pursuance of [Section 168 of the UK Companies Act 2006](#);
8. They cease to be a Trustee through the operation of any provision of the [UK Companies Act 2006](#) or become prohibited by law from being a Trustee or Charity Trustee;
9. They are absent (without good reason, as decided by the Board of Trustees) from more than three consecutive meetings of the Board, or otherwise fail to comply with the conditions laid out in the [Code of Conduct](#) for the Board.

4.10.2 If a Trustee is convicted of any criminal offence, including but not limited to, fraud or other crime involving dishonesty or misappropriation of funds, or if they are considered to be disqualified from acting as a Trustee under the [UK Company Directors Disqualification Act 1986](#) (or any subsequent legislation) the Trustee must notify the Chair of the board of Trustees in writing immediately.

4.11 REGISTER OF TRUSTEES

4.11.1 The Board of Trustees must keep a Register of Trustees setting out:

1. for each current Trustee:
 1. Their full name and address; and
 2. the date on which they were appointed as a Trustee; and
 3. any office held by them in the organisation; and

4. employment details; and
 5. details of partnerships, directorships, and other Trusteeships including non-exec positions; and
 6. details of any business in which the Trustee has a significant or controlling shareholding;
 7. any business connections that might have an influence on the Union Trustee position; and
 8. any information as required by Companies House and/or OSCR.
2. For each former Trustee records must be kept for at least 6 years from the date on which they ceased to be a Trustee.

5. TRUSTEE POWERS & RESPONSIBILITIES

5.1 RESPONSIBILITIES

- 5.1.1 The Board of Trustees shall be responsible for the overall strategy, management and finances of The Union in the United Kingdom.
- 5.1.2 Trustees must adhere to the [Terms of Reference](#) laid out for the Board and must agree to sign up annually to the [Code of Conduct](#) for Union Trustees.

5.2 POWERS OF THE BOARD OF TRUSTEES

- 5.2.1 Subject to the provisions of the [UK Companies Act 2006](#) and these Articles, and subject to any directions given by Special Resolution, the Union and its assets and undertakings shall be managed by the Board of Trustees, who may exercise all the powers of the Union.
- 5.2.2 A meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

5.3 PERSONAL INTERESTS

- 5.3.1 A Trustee, who has a “Personal Interest”, in any transaction or other arrangement which the Union is proposing to enter into, must declare that interest at a meeting of the Board of Trustees and will be debarred from voting on the question of whether or not the Union should enter into that arrangement.
- 5.3.2 A Trustee will not be debarred from entering into an arrangement with the Union in which that Trustee has a personal interest and may retain any personal benefit gained from participation in that arrangement provided that they have declared their interest and they have not voted on the question of whether or not the Union should enter into the relevant arrangement.

6. DECISION-MAKING BY TRUSTEES

6.1 PROCEDURES AT MEETINGS OF THE BOARD OF TRUSTEES

- 6.1.1 Any Trustee may call a meeting of the Trustees.
- 6.1.2 Decisions arising at a meeting of the Board of Trustees shall be decided by a majority of votes; if an equality of votes arises, the Chairperson of the meeting shall have a casting vote.
- 6.1.3 No business shall be transacted at a Trustee Board meeting unless a quorum is present. The quorum for meetings of the Trustees shall be a minimum of four Trustees or 40% of the Board rounded up to the nearest whole number, whichever is higher and shall consist of at least two Officer/Student Trustees (including at least one Officer Trustee) and two External Trustees.
- 6.1.4 For the avoidance of doubt, where a resolution or issue under discussion concerns a matter in respect of which some of the Trustees have a conflict of interest, those individuals will not participate in the discussion or decision.

- 6.1.5 A Trustee may participate in a meeting of the Board of Trustees or a meeting of a sub-committee of Trustees by virtual means on condition that the means of communication allows all to participate fully throughout. A Trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 6.1.6 The Board of Trustees may allow any person who they reasonably consider appropriate to attend and speak at any meeting of the Trustees. For the avoidance of doubt, any such person who is invited to attend a Trustees' meeting shall not be entitled to vote.
- 6.1.7 A Trustee shall not vote or participate in a decision at a meeting of the Trustees (or at a meeting of a sub-committee) on any resolution concerning a matter in which they have a Personal Interest which conflicts (or may conflict) with the interests of the Union. A Trustee in this position must withdraw from the meeting while such an item is being considered.
- 6.1.8 A Trustee shall not be counted in the quorum present at a meeting in respect of a resolution or decision on which they are not entitled to vote.

6.2 DELEGATION TO SUB-COMMITTEES OF THE BOARD OF TRUSTEES

- 6.2.1 The Board of Trustees may delegate any of their powers to any sub-committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the Chair of the Board (or the holder of any other post within the Union) such of their powers as they may consider appropriate.
- 6.2.2 Any delegation of powers under these Articles may be made subject to such conditions as the Trustees may impose and may be revoked or altered by the Board of Trustees.
- 6.2.3 The [Terms of Reference](#) for any sub-committee shall be as prescribed by the Board of Trustees.

6.3 MINUTES OF BOARD OF TRUSTEE MEETINGS

- 6.3.1 The Board of Trustees shall ensure that formal minutes are provided for all Board and sub-committee meetings. The minutes of such meetings shall include the names of those present, together with confirmation and ratification of the minutes by the Board of Trustees.

7. ADMINISTRATIVE ARRANGEMENTS & MISCELLANEOUS PROVISIONS

7.1 ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

- 7.1.1 The Board of Trustees must ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 7.1.2 The Board must ensure proper preparation of an annual statement of accounts, in compliance with all relevant statutory requirements in the required format for external consumption and with appropriate external scrutiny by either a registered auditor or an appropriately qualified independent examiner.

7.2 DISSOLUTION AND WIND-UP OF THE ORGANISATION

- 7.2.1 If, on the winding-up of the Union, any property remains after settlement of all the Union's debts and liabilities, such property shall not be paid to or distributed amongst the members of the Union but shall instead be transferred to another charity or charities (whether incorporated or unincorporated) or other asset-locked body whose Objects are altogether or in part similar to the

Objects of the Union.

- 7.2.2 The charity or charities or asset-locked body to which property is transferred under these Articles shall be determined by the Members of the Union in consultation with the Trustees at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.
- 7.2.3 if the above provisions cannot be met, the relevant property shall be applied to some other charitable purpose or purposes as agreed by the Members and the Trustees.

7.3 AMENDMENTS TO THE ARTICLES

- 7.3.1 The Board of Trustees shall review these Articles every five years with effect from the date that they come into effect. Upon each review the Trustees shall submit the Articles through the ratification process set out in the existing Articles.
- 7.3.2 The Board of Trustees shall ensure that all amendments are subject to consultation with the Student Executive Committee prior to adoption.
- 7.3.3 The Articles may be amended by the Board of Trustees in consultation with Members. The proposed amendments must be placed on the agenda of the next General Meeting of Members. A two thirds majority vote of those in attendance at a quorate General Meeting is required to make a change to the Articles.
- 7.3.4 Members must be notified in writing of a proposed amendment at least 14 clear days before the General Meeting.
- 7.3.5 A General Meeting may, by way of a simple majority vote, submit the proposed Articles to an online cross-campus ballot.
- 7.3.6 Following approval by the Board of Trustees and the Union Members, any amendment to the Articles shall be ratified by the University Court and then submitted to OSCR and Companies House.

7.3.7 No amendments to these Articles shall conflict with the Union's charitable status without notification to OSCR.

7.3.8 Save where the amendment to the Articles is a non-material amendment (such as a change to the [Bye-Laws](#) altering numbers and headings) the Articles must be submitted for approval as described in the Articles.

7.4 GENERAL MEETINGS

7.4.1 The Union may hold General Meetings, which shall be called, held, and administered in accordance with the [Bye-Laws](#). A 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.

8. DEFINITIONS

ACADEMIC YEAR - The period between September in one Year to August in the next Year determined by the Union as the period during which Students are required to be registered with Heriot-Watt University;

ARTICLES - Articles refer to the Articles of Association as prescribed in this document and relating to the governance of the Union;

BOARD OF TRUSTEES OR BOARD - The Board of Trustees of the Union;

BYE-LAWS - The [Bye-Laws](#) setting out the working practices of the Union;

CHAIR - The Chair of the Board of Trustees;

CHARITIES AND TRUSTEE INVESTMENT (SCOTLAND) ACT 2005 - Main Act governing charities in Scotland which makes provision for investment powers and fundraising, [found here](#);

CHIEF EXECUTIVE OFFICER - Chief Executive Officer of the Union who is appointed by the Board of Trustees and who is responsible for day-to-day management of the Union supported by a senior management team;

CLEAR DAYS - in relation to a period of a notice, this covers the period excluding the day on which 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;

CODE OF CONDUCT - annual declaration provided by each Trustee to commit to appropriate behaviour in respect of actions taken whilst a Trustee of the Union, [found here](#);

CONNECTED PERSON - any person falling within one of the following categories and where payment to that person might result in a 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 other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any Union or Limited Liability Partnership or firm of which a Trustee is a paid Trustee, member, partner or employee, or shareholder holding more than 1% of the capital;

GENERAL MEETINGS - meetings including Extraordinary General Meetings (EGM) as set out in the [Bye-Laws](#);

HERIOT-WATT UNIVERSITY OR THE UNIVERSITY - Heriot-Watt University, a higher education institution incorporated by Royal Charter and Scottish Registered Charity (with Charity Number [SC000278](#));

MAJOR UNION OFFICE HOLDERS - Full Time Office bearers (also known as Full Time Officers or 'Sabbaticals') who are elected annually in accordance with the [Bye-Laws](#) and [Section 22 of the UK Education Act 1994](#);

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). A Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any company or organisation of which they are a partner or any limited Union of which they are a substantial shareholder or Trustee (or any other party who/which is deemed to be connected with them), has a personal interest in that arrangement. A person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of them or any company or organisation of which they are a partner or any limited Union of which they are a substantial shareholder or Trustee, has a personal interest in that matter;

PRESIDENT - the President of the Union, as elected by the Members in accordance with the [Bye-Laws](#);

SPECIAL RESOLUTION - a resolution which is passed with at least 75% of the vote;

STUDENT - any individual who is formally registered for an approved programme of study provided by Heriot-Watt University. For the avoidance of doubt, Heriot-Watt University shall determine whether or not an individual has student status;

STUDENT EXECUTIVE COMMITTEE - The democratically elected student representatives who comprise the Student Executive Committee as prescribed in the [Bye-Laws](#);

TERMS OF REFERENCE - The Trustee Board Terms of Reference of the Union which outline the operations of the Trustee Board, [found here](#);

TRUSTEE AND TRUSTEES - a Trustee appointed in accordance with these Articles and the [Bye-Laws](#), the types of Trustee are set out below:

ALUMNI TRUSTEE - A Trustee who has graduated from Heriot-Watt University at least five years prior to appointment;

EXTERNAL TRUSTEE - A Trustee who is external to the university and the union, appointed on the basis of their expertise and experience;

OFFICER TRUSTEE - A Trustee who is a Student and for the avoidance of doubt, for the purposes of [Section 22 of the UK Education Act 1994](#), **shall** be a Major Union Office Holder;

STUDENT TRUSTEE - A Trustee who is a Student and for the avoidance of doubt, for the purposes of [Section 22 of the UK Education Act 1994](#), **shall not** be a Major Union Office Holder;

UNIVERSITY-APPOINTED TRUSTEE - A Trustee from amongst the staff of the university;

UK CAMPUS - UK campuses, including students based in Edinburgh, Orkney, or the Scottish Borders;

UK EDUCATION ACT 1994 - Part II of the Act makes provision for the conduct of Student Unions, [found here](#);

UNION OR THE UNION OR HWUNION - Heriot-Watt University Student Union, a charity ([SC011949](#)) and company limited by guarantee ([SC504788](#)) registered in Scotland.

Please note: legislation cited includes subsequent amendments.