**Appendix A – Article of Association Proposed Changes**

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| **Article Number/s** | **Comments** | **Previous/Current Article/s** | **New Article/s** |
| **Article 5.1.26, 5.1.31, 5.1.33, 5.1.41 and 5.1.46**  **Defined Terms – changes and updates** | * Leicester 100 term introduced and replaces Student Council. * Students’ Union Chair –replaces the Union Speaker, clarity is provided with regard to how the role will be recruited (relevant changes to By-Laws made). * Leicester 100 – Definition replaces Student Council in a number of terms including Honorary Officer, Nominations Committee, Policy and Students’ Union Chair. | * **5.1.26 Honorary Officer:-** means any person appointed by the Student Council as an unpaid volunteer to support and assist the Unions work, particularly in its relationships with the local community; * **5.1.31 Nominations Committee:-** the committee set up in accordance with the By-Laws that will include one external Trustee (who shall chair the Committee), two Officer Trustees, the Union Speaker, one Member of Student Council, the Chief Executive and a person nominated by the University of Leicester. Its remit shall include ensuring the correct balance of Trustees bringing the appropriate skills and attributes for the Charity to meet its objectives, particularly the matters set out in article 4; * **5.1.33 Policy:-** representative and campaigning policy set by Referenda or the Student Council in accordance with Article 18 and Article 66 * **5.1.41 Student Council:-** The Student body elected by and from Students constituted in accordance with these Articles and the By-Laws of the Union * **5.1.46 Union Speaker:-** the student elected by the members of the Union to chair the Student Council, members meetings and any committees as required by the Union By-Laws, and who shall not hold any other position or office within the Union | * **5.1.26 Honorary Officer:-** means any person appointed by the Leicester 100 or Trustee Board as an unpaid volunteer to support and assist the Unions work, particularly in its relationships with the local community; * **5.1.31 Nominations Committee:-** the committee set up in accordance with the By-Laws that will include one external Trustee (who shall chair the Committee), two Officer Trustees, the Students’ Union Chair, one Member of Leicester 100, the Chief Executive and a person nominated by the University of Leicester. Its remit shall include ensuring the correct balance of Trustees bringing the appropriate skills and attributes for the Charity to meet its objectives, particularly the matters set out in Article 4; * **5.1.33 Policy:-** representative and campaigning policy recommended by Referenda, General Meeting and the Leicester 100 in accordance with Article 18 and Article 65 * **5.1.41 Leicester 100:-** the broadly representative panel of students drawn from the Student Body with the ability to recommend Policy for approval by the Policy Sub-Committee. It is run in accordance with the By-Laws of the Union; * **5.1.46 Students’ Union Chair:-** the student recruited to chair the Leicester 100, General Meetings and any committees as required by the Unions By-Laws, and who shall not hold any other position or office within the Union; |
| **Article 10**  **Introduction of Additional Powers.** | The Governance Review recommended the introduction of a number of additional powers The wording for these additional powers has been taken from NUS Model Articles. | **Replace**   * 1. provide or appoint others to provide advice, guidance, representation and advocacy; | **With**  10.8 provide or procure the provision of advice, counselling, guidance, representation and advocacy;  **Add**  10.18 enter into contracts to provide services to or on behalf of other bodies;  10.19 undertake and execute charitable trusts;  10.20 accept (or disclaim) gifts of money and any other property;  10.21 raise funds by way of subscription, or otherwise; |
| **Article 14**  **Reviewing and Amending Articles** | Amendments to provide a clearer process for the review and amendment of the Union Articles of Association. | **Replace**  14.1 The University of Leicester shall review the provisions of the Union’s Articles of Association at intervals of not more than five years, as required by the 1994 Education Act.  14.2 The approval of the University of Leicester shall be required for any amendments to the Union’s Articles of Association | **With**  14.1 The University of Leicester and the Trustee Board shall review the provisions of the Union’s Articles of Association at intervals of not more than five years, as required by the 1994 Education Act.  14.2 Where there are proposed amendments to the Union’s Articles of Association, there shall be a review group established jointly with the Board and University of Leicester which shall make recommendations for approval by a special motion to a General Meeting, Trustee Board and University Council. |
| **Article 17**  **Associate Members** | Replacing Student Council with Leicester 100 | **Replace**  17. Association members  The Student Council may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with the By-Laws provided that no such associate members shall be Members of the Union for the purposes of the Articles or the Companies Acts. | **With**   1. Associate members   The Leicester 100 may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate Members in accordance with the By-Laws provided that no such associate Members shall be Members of the Union for the purposes of the Articles or the Companies Acts. |
| **Article 18 and By-Law**  **Referenda** | The ability to call a referenda is shifted to the Leicester 100 been recommended to the Policy Sub-Committee Power. By-Laws Page 1 Referenda changed in line with this. | **Replace**   * 1. A Referendum may be called on any issue by:      1. a resolution of the Trustees;      2. a majority vote of the Student Council; or      3. a Secure Petition signed by at least 200 Members. | **With**   * 1. A Referendum may be recommended to the Policy Sub-Committee by a:      1. Proposal presented to the Leicester 100 that receives over fifty percent but less than a two thirds positive majority; or      2. Two-thirds majority yes vote of the Leicester 100 stating that they wish to refer a proposal to a referendum      3. a Secure Petition signed by at least 200 Members. |
| **Article 19 and By-Laws**  **Annual Members Meeting** | The review recommends the removal of the Annual Members meeting with the relevant provisions required such as presentation of affiliations would be completed through Leicester 100. This will be combined with the publication of annual plan and accounts through our website and presented through live social media events etc..  Annual Members Meeting is also removed from the By-Laws | Remove Article 19 | N/A |
| **Article 19 (20 in old version)**  **General Meeting** | Clause 19.3 (20.3) is updated to state that the Leicester 100 is able to call a General Meeting | **Update**  19.3 requested to do so by the Student Council provided such request has been approved by a majority vote of the Student Council. | **With**  19.3 requested to do so by the Leicester 100 provided such request has been approved by a two thirds positive majority vote of the Leicester 100. |
| **Article 36 (37), 37.1 (38.1), 37.3 (38.3) and 38.1 (39.1)**  **Composition of Trustee Board**  **Officer Trustees Criteria for election**. | Introducing additional Student Trustees, to maintain the balance of a majority of student members on the Board of Trustees.  Flexibility is provided to enable, if appropriate, in the future, the introduction of a fourth Officer Trustee within the structure without the requirement to change the Articles.  Officer Trustees are required to be students for a reasonable period of time to put themselves forward for election as set out in the relevant Election Regulations that have been agreed by Trustee Board.  A similar By-Law 5.2 is added to the Election Section of the By-Laws (page 32) | **Replace**   1. Appointment of Trustees   Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date. Thereafter, the Trustees shall be made up of the following persons:   * 1. not more than six Officer Trustees, elected in accordance with Article 38;   2. not more than one Student Trustee, elected in accordance with Article 39;   3. not more than five External Trustees, appointed in accordance with Article 40.   4. Up to six Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the By-Laws. The Officer Trustees shall be elected to posts, one of whom shall be designated the Lead Officer Trustee, as set out in the By-Laws.   5. Each Officer Trustee must be a Student or an Officer Trustee at the time of their election. An Officer Trustee shall become a Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.   6. Subject to Article 39.2 below, up to one Student Trustee shall be elected by a two thirds majority vote of the Student Council from such persons as have been nominated by the Nominations Committee. | **With**  36 Appointment of Trustees  Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date. Thereafter, the Trustees shall be made up of the following persons:  36.1 not more than four Officer Trustees, elected in accordance with Article 37;  36.2 not more than three Student Trustees, appointed in accordance with Article 38;  36.3 not more than five External Trustees, appointed in accordance with Article 39.  37.1 Up to four Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the By-Laws. The Officer Trustees shall be elected to posts, one of whom shall be designated the Lead Officer Trustee, as set out in the By-Laws.   * 1. Every potential Officer Trustee must have been either an Officer Trustee or a registered student for a reasonable period as set out in the relevant Election Regulations that have been agreed upon by the Policy Sub-Committee. An Officer Trustee shall become a Member of the Union on commencement of their appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.   38.1 Subject to Article 38.2 below, up to three Student Trustees shall be selected by a simple majority vote of the Nominations Committee. |
| **Article 38.1 and 38.4 (39.1 and 39.4)**  **Student Trustees Recruitment and Terms of Office** | The process for Recruitment of Student Trustees has been updated with them being appointed by a majority vote of the Nominations Committee and the number of terms a Trustee is able to hold the position for has increased from two to five. | **Replace**   * 1. Subject to Article 39.2 below, up to one Student Trustee shall be elected by a two-thirds majority vote of the Student Council from such persons as have been nominated by the Nominations Committee.   2. A Student Trustee may serve a maximum of two terms that may either be consecutive or non-consecutive. | **With**  38.1 Up to three Student Trustees shall be selected by a simple majority vote of the Nominations Committee.  38.4 A Student Trustee may serve a maximum of five terms that may either be consecutive or non-consecutive. |
| **Article 44 (45)**  **Replacement of Trustees** | Provisions for the for the Trustee Board to decide on the appropriate course of action when an Officer Trustee leaves their role were added as part of the interim changes to the By-Laws( Section 13 of the Election section of the By-Laws) Article 44 is therefore amended to reflect this with a wording change to say that the Student Trustee will be recruited rather than elected. | **Replace**   * 1. If an Officer Trustee resigns, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the By-Laws.   2. If an Officer Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year the vacancy shall be filled in accordance with Article 38. Any person elected under this Article may be required to assume the responsibilities of the Officer Trustee.   3. If a Student Trustee resigns, is disqualified or is removed from office, a Student may be elected to the vacancy in accordance with Article 39. | **With**   * 1. If an Officer Trustee resigns, is disqualified, their employment ceases, or are removed from office at any time, the vacancy that results on the Board of Trustees shall be filled in accordance with the By-Laws.   2. If a Student Trustee resigns, is disqualified or is removed from office, a Student may be recruited to the vacancy in accordance with Article 38. |
| **Article 48.2 (49.2)**  **Introduction of Policy Sub-Committee** | A clause 48.2.5 is added to the list of committees that the Trustees shall establish with the terms of reference added to the By-Laws, the remainder of Article 48.2 remains unaltered. | N/a | **Add Article 48.2 :-**  48.2 The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 46 and 48.1:   * + 1. Management Board (as further described in Article 50);     2. Nominations Committee;     3. Finance Committee; and     4. Remuneration and HR Committee.     5. Policy Sub-Committee |
| **Article 59.2**  **Term of office for External Chair of Trustee Board** | To add a term of office for the External Chair of the Trustee Board | N/A | **Add Article 59.2**   * 1. The External Chair shall serve for up to a term of two years, they may be appointed for one further term of two years. |
| **Article 65 (66)**  **Replacement of the Student Council with the Leicester 100** | N/A | **Replace**   1. Student Council    1. The Student Council shall have the authority to:       1. represent the interests and opinions of the students at the University of Leicester both within the University and to the wider community;       2. subject to Article 46.3, set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the By-Laws);       3. establish and delegate functions to such other committees and working groups as may be required and to establish suitable by-laws for the management and terms of reference of such committees and working groups including an appropriate committee to ensure the efficient and democratic operation of the Charity, if required;       4. question its Executive Committee and other Committees on any issue       5. make, repeal and amend the By-Laws jointly with the Trustees in accordance with Article 14       6. receive a quarterly report from the Trustees; and       7. appoint associate members in accordance with Article 17 and the By-Laws.    2. The composition and proceedings of the Student Council shall be set out in the By-Laws. No Member may hold more than one seat on the Student Council at any one time.    3. The Union Speaker, who shall be elected by a cross campus ballot, shall chair Student Council.    4. Trustees of the Union may attend the Student Council but may not be voting members of it. | **With**   1. Leicester 100    1. The Leicester 100 shall have the authority to:       1. represent the interests and opinions of the students at the University of Leicester both within the University and to the wider community;       2. subject to Article 45.3, set the Policy of the Union and recommend Policy to Referenda of the Members (in accordance with the By-Laws);       3. establish and delegate functions to such other committees and working groups as may be required and to establish suitable by-laws for the management and terms of reference of such committees and working groups       4. make, repeal and amend the By-Laws jointly with the Trustees in accordance with Article 14       5. appoint associate members in accordance with Article 17 and the By-Laws.    2. The composition and proceedings of the Leicester 100 shall be set out in the By-Laws.    3. The Students’ Union Chair shall chair Leicester 100 Meeting.    4. Trustees of the Union may attend Leicester 100 Meetings but may not be voting members of it. |
| **Removing gender specific terms from Articles** | N/A | N/A | N/A |