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| Special Resolution to update the Articles of associatonGeneral Meeting 6 November  |
| ***Overview*** | As a result of a Governance Review that was held during the last academic year, some exciting changes are being brought forward to enhance our democratic structures to enable students to shape the campaigns and projects we work on as a Students' Union.   The Students’ Union Trustee Board approved an [Interim set of By-Laws](https://www.leicesterunion.com/pageassets/voice/democracy/constitution/Leciester-Students-Union-By-Laws-Interim-October-2024.pdf) that enabled the introduction of the new Council and Leicester 100 structure that replaced the Student Council. It has also brought in a new process for Officer Scrutiny, replacing the Scrutiny Committee with a process through the Trustee Board that will be an ongoing developmental process focussed on goal setting, delivery, and professional development. This special resolution recommends the implementation of the remaining changes, of which some require changes to the Students’ Union Article of Association.The recommended changes are:-* Introduction of a new Officer Structure with 3 Executive Officers alongside 12 paid Part-Time Officers that will be open to current students.
	+ To replace the current set of role descriptions of the Executive Officers and Part-Time Officers, within the By-Laws, with the new role descriptions to reflect the new structure (Appendix B – New Role Description)
	+ To ensure that students make up the majority of the Trustee Board add two additional Student Trustees. This will mean that the Trustee Board will have up to 5 External Trustees, 3 Officer Trustees (provision for up to 4) and 3 Student Trustees.
	+ Appointment process for Student Trustees is clarified and the opportunity for them to have more than one term is introduced.
	+ Relevant updates to Terms of Reference of Committees and role titles within the By-Laws.
* Introduction of a Policy Sub-Committee to work within our democratic structures to provide oversight of policy development/implementation from a legal, financial and reputational viewpoint. It would also oversee referendums and elections including relevant regulations and timetables. The terms of reference for the Policy Sub-Committee to be added to the By-Laws (Appendix C) and relevant name changes are made in the By-Laws
* Removal of the Annual Members Meeting – this will be replaced with annual reporting utilising social media Q&A’s, Leicester 100 and Impact Reports.
* To amend the Referendum section in enable the Leicester 100 to recommend the calling of a referendum.
* To remove references to Student Council from the Articles of Association, replacing them as appropriate with the Leicester 100.
* Making the process for future amendments to the articles clearer.
* Renaming Students’ Council Chair to Students’ Union Chair and bringing Articles and By-Laws in line with current practice with the role been recruited rather than elected.
* Upon the recommendation from the Governance Review add four new (and amend one) powers that can be utilised to further the Union’s objectives and charitable purpose. These are:-
	+ Undertake and execute charitable trusts
	+ provide or procure the provision of advice, counselling and guidance (Amendment of current power);
	+ enter into contracts to provide services to or on behalf of other bodies;
	+ undertake and execute charitable trusts; accept (or disclaim) gifts of money and any other property;
	+ raise funds by way of subscription, donation or otherwise.

**Appendices*** Appendix A – provides details of each of the changes proposed to the Articles
* Appendix B gives the new Officer Role Descriptions that will be incorporated into the new By-Laws.
* Appendix C provides the terms of reference for the Policy Sub-Committee that will be incorporated into the new By-Laws
* Appendix D provides the full new proposed set of Articles of Association
* Appendix E provides the full new proposed set of By-Laws
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| ***Facts*** | * The Articles of Association govern how the Students' Union is set up, its purposes and its powers.
* The By-Laws outline how the structures operate including Officer role descriptions, committees' terms of reference, and how elections, Councils, and Leicester 100 run.
* Changes to the Articles of Association require a 75% majority vote for the resolution from a quorate General Meeting, approval by the Trustee Board and the University of Leicester Council Meeting.
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| ***Actions/ Outcomes***  | 1. To approve the amended Articles of Association (Appendix D) to come into operation on 1 July 2025.
2. To approve the amended By-Laws (Appendix E) to come into operation on 1 July 2025.
3. Officers and Student Trustees will be elected or recruited in accordance with the new structure so that they are ready to take up their post within the new structure on 1July 2025.
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