

## Proposed Articles of Association Summary of Changes

This document provides a summary of changes between RSU's current Articles of Association (adopted 13 September 2018) and the proposed draft Articles (2026). It highlights structural changes, clause-by-clause movements, additions and deletions, and material governance impacts for Trustees, Student Members, and the University.

### Overview

The 2026 draft represents a comprehensive modernisation of the Articles. The structure has been significantly revised, redundant provisions removed, and sections reorganised to align with:

- Current charity law and Charity Commission guidance
- Education Act 1994 requirements
- Updated governance practice
- A clearer separation between Articles (constitutional governance) and Bye-Laws (operational rules)

The draft is materially more concise and coherent than the 2018 Articles.

### New Structural Layout

The current Articles follow a legacy style, broken into functional sections (Membership, Referenda, General Meetings, Trustees, Council, Admin).

The draft Articles adopt a clean four-part structure:

- Part I – Charitable Status and Capacity
- Part II – Membership and Democracy
- Part III – Trustees and Sabbatical Officers
- Part IV – Administrative Arrangements

This reorganisation positions the Union clearly as a charity first, and clarifies the legal hierarchy of governance documents.

### Summary of Substantive Changes

#### Objects & Powers

Summary	Impact
<p>Objects are the same.</p> <p>Powers have been modernised, grouped thematically, and rewritten for clarity (services, finance, property, working with other organisations, day-to-day operations).</p> <p>Several provisions previously detailed in long lists have been streamlined.</p>	<p>Simplifies trustee decision-making and reduces risk of ultra vires actions.</p>

### Membership

Summary	Impact
<p>For Student Members the draft Articles provide clearer rules on:</p> <ul style="list-style-type: none"> <li>• Opt-out process</li> <li>• Rights and responsibilities</li> <li>• Disciplinary procedures</li> <li>• Education Act compliance requirements (allocation of resources, affiliations, complaints)</li> </ul> <p>For Associate Members there is clarity regarding their non-Company-Law-Member status while allowing trustees to define categories via Bye-Laws.</p>	<p>The membership framework is simpler, more compliant with 1994 Act requirements, and more consistent with Students' Union practice.</p>

### Referenda & Student Voice

Summary	Impact
<p>This is a major conceptual change.</p> <p>A new, high-level "Student Voice" section delegates almost all operational detail to the Bye-Laws.</p> <p>Student Voice includes:</p> <ul style="list-style-type: none"> <li>• Policy-making</li> <li>• Democratic procedures</li> <li>• Elections</li> <li>• Complaints rights</li> </ul> <p>Many detailed procedural clauses have been removed and placed into Bye-Laws instead.</p>	<p>Creates flexibility (no need to amend Articles for democratic process changes) and clarifies the governance/democracy divide.</p>

### General Meetings & Company Law Compliance

Summary	Impact
<p>The draft Articles simplify and modernise the existing provisions by incorporating them into Schedule 1 – Provisions for Company Law Meetings, which:</p> <ul style="list-style-type: none"> <li>• Allows hybrid/remote meetings</li> <li>• Removes outdated technological requirements</li> </ul>	<p>More usable and sensible for a modern SU; retains legal compliance while enabling online operations.</p>

<ul style="list-style-type: none"> <li>• Clarifies quorum rules</li> </ul>	
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### Trustees

Summary	Impact
<p>Board Composition has been updated to:</p> <ul style="list-style-type: none"> <li>• Sabbatical Officers (up to 4)</li> <li>• Up to 4 Student Trustees</li> <li>• 4 External Trustees</li> </ul> <p>Maximum board size: 12</p> <p>Clearer eligibility rules have been introduced on:</p> <ul style="list-style-type: none"> <li>• Trustee terms</li> <li>• Sabbatical status and transitions</li> <li>• Suspension and reappointment</li> <li>• Automatic removal where employment ends</li> </ul> <p>Rules regarding delegation and committees have been modernised and provide more flexibility.</p>	<p>A more professionalised governance structure, clearer Trustee duties, and better mechanisms for continuity.</p>

### **Sabbatical Officers**

Summary	Impact
<p>The draft Articles significantly expand and modernise:</p> <ul style="list-style-type: none"> <li>• Eligibility</li> <li>• Employment arrangements</li> <li>• Suspension rules</li> <li>• Relationship between student status and officer status</li> </ul>	<p>These changes remove ambiguity around transitions, which were less clear in the 2018 Articles.</p>

### **Conflicts of Interest**

Summary	Impact
<p>The draft Articles provide a clearer, Charity Commission aligned conflicts framework.</p> <ul style="list-style-type: none"> <li>• Introduces “Potential Conflict Situation” vs “No Conflict Situation” distinction.</li> </ul>	<p>This replaces a simpler and less detailed 2018 version.</p>

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| <ul style="list-style-type: none"><li>• Much clearer rules on participation, quorum, and voting.</li></ul> |  |
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### Removal of Outdated Sections

The following sections of the 2018 Articles have been removed or moved to Bye-Laws:

- Detailed Students' Union Council structure
- Executive Committee
- Patrons
- Financial regulation detail
- Election mechanics
- Policy-setting detail
- RAG references

### Key Governance Improvements

The revised governance framework introduces a much clearer hierarchy between the Union's constitutional and operational documents. The Articles now operate strictly as the Union's high-level governing instrument, focused on charity law, company law, and the essential constitutional principles that underpin the organisation. In contrast, the Bye-Laws take responsibility for the operational, democratic, and procedural detail. This separation ensures that only the fundamental legal architecture is contained within the Articles, while the mechanisms for day-to-day governance and student democracy can evolve more flexibly over time.

By removing unnecessary operational detail from the Articles, the Union reduces the risk of accidental non-compliance with charity or company law. The previous Articles contained several procedural elements that could inadvertently create legal conflict if they were not followed precisely. The new structure limits this risk by ensuring that only the core legal requirements remain in the constitutional document, while more adaptable processes sit in a location designed for regular review and amendment.

This new approach also gives the organisation significantly greater flexibility. Because the Bye-Laws can be amended without requiring approval from the University, the Union can now refine its democratic and operational systems more efficiently and responsively. This will enable the Union to adapt to sector best practice, student needs, and organisational learning without being constrained by lengthy constitutional amendment cycles.

The updated Articles also modernise the Union's language and drafting. Legacy terminology and outdated references have been removed, replaced by clearer, more consistent wording aligned with charity governance standards. This not only improves the readability of the document but also strengthens its legal clarity.

Finally, the governance model provides improved clarity for the Board. Job descriptions, powers, eligibility criteria, appointment and reappointment rules, and transitional arrangements for Trustees and Sabbatical Officers have all been clarified and consolidated. This ensures that Trustees have a better understanding of their roles and responsibilities, reducing ambiguity and supporting stronger, more accountable governance across the Union.

## Full Clause Movement Table – Articles of Association (2018 → 2026 Draft)

### 1. Background & Constitutional Status

Current Clause	Draft Clause/New Location	Notes
Background (A–D)	Background (A–E)	Expanded and modernised.
Art.2 – Name	Background A	Now implicit.
Art.3 – Registered Office	Removed	Default under Companies Act.

### 2. Objects & Powers

Current Clause	Draft Clause/New Location	Notes
Art.4 – Objects	Art.1 – Objects	
Art.5 – Powers	Art.2 – Powers	Grouped thematically; modernised.

### 3. Private Benefit, Liability & Indemnity

Current Clause	Draft Clause/New Location	Notes
Art.6 – Private Benefit	Art.3 – Private Benefit	Clearer benefit rules. Allowance for Student Trustees to be remunerated.
Art.7 – Liability of Members	Art.4 – Liability	Modern drafting.
Art.68 – Indemnity	Art.5 – Indemnity	Moved earlier; clearer compliance.

### 4. Winding Up

Current Clause	Draft Clause/New Location	Notes
Art.8 – Dissolution	Art.6 – Winding Up	Trustee resolution + CC fallback.

## 5. Membership

Current Clause	Draft Clause/New Location	Notes
Art.10 – Becoming a Member	Arts.7–8	Student Members defined more clearly.
Art.11 – Termination	Art.7.4	Linked to disciplinary procedures.
Art.12 – Associate Members	Art.8.5	Categories defined by Trustees/Bye-Laws.

## 6. Referenda & Democratic Procedures

Current Clause	Draft Clause/New Location	Notes
Art.13 – Referenda	Bye-Law 4 & 5	Removed from Articles; operationalised.
Art.14 – Annual Members' Meeting	Removed	Removed from Articles.

## 7. General Meetings & Written Resolutions

Current Clause	Draft Clause/New Location	Notes
Arts.15–29 – General Meetings	Schedule 1	Full consolidation; hybrid meetings added.
Art.30 – Written Resolutions	Schedule 1	Simplified and modernised.

## 8. Trustee Composition, Appointment & Powers

Current Clause	Draft Clause/New Location	Notes
Art.31 – Appointment of Trustees	Arts.21–22	Expanded Board composition.

Art.32 – Officer Trustees	Arts.9 & 21.2	Employment linkage clarified.
Art.33 – Student Trustees	Art.21.3	Appointment via Student Voice.
Art.34 – Lay Trustees	Art.21.4	Now “External Trustees”.
Art.35–37 – Removal	Art.22	Unified removal framework.
Art.39 – Replacement	Art. 9.5, Art.21	Clearer vacancy rules.

### 9. Trustee Meetings, Delegation & Conflicts

Current Clause	Draft Clause/New Location	Notes
Art.40 – General Authority	Arts.11–14	Updated; Exec Committee removed.
Arts.41–44 – Delegation & Exec Committee	Art.12	Exec Committee removed.
Arts.45–55 – Trustee Meetings	Arts.15–18	Hybrid/remote allowed.
Arts.56–57 – Conflicts of Interest	Art.19	Clearer conflict definitions.
Art.58 – Register of Interests	Removed	Moved to a formal process as per Charity Commission and Companies Act 2006 best practice.

### 10. Students’ Union Council

Current Clause	Draft Clause / New Location	Notes
Arts.59–60 – Students’ Union Council	Bye-Law 5: Student Voice	Fully operational; removed from Articles.

## 11. Administrative Arrangements

Current Clause	Draft Clause/New Location	Notes
Art.60 – Bye-Laws	Art.29	Trustees hold power; transitional authority added.
Art.61 – Communications	Art.24	Modernised digital standards.
Arts.62–63 – Secretary & Minutes	Arts.25 & 27	Retained with updates.
Art.64 – Records & Accounts	Art.28	Updated statutory references.
Art.65 – Irregularities	Art.26	Retained.
Art.66 – Patrons	Removed	Removed entirely.
Art.67 – Model Articles Excluded	Art.31	Retained.

## 12. Interpretation

Current Clause	Draft Clause/New Location	Notes
Art.69 – Defined Terms	Schedule 2	Updated and reorganised.