

## **Bye-Law 7: Amending Articles and Bye-Laws**

### **7.1. Purpose**

- 7.2. This Bye-Law outlines how amendments to the Articles of Association and Bye-Laws of Roehampton Students' Union are proposed, reviewed and approved.

### **7.3. Reviewing and Amending the Articles of Association**

- 7.4. The Articles of Association are the Union's governing document and may only be amended in accordance with charity law, company law, and the Education Act 1994. Any amendment to the Articles requires a special resolution of the Company Law Members in accordance with Schedule 1 of the Articles and the Companies Acts, and the approval of the University in accordance with Article 23.
- 7.5. The Board of Trustees shall review the Articles at least every five years in consultation with Student Members and the University, in accordance with Article 23.1.
- 7.6. Amendments to the Articles may be proposed by:
- 7.6.1. The Board of Trustees; or
  - 7.6.2. Student Members, through a motion to SU Council under Bye-Law 5.
- 7.7. Where an amendment is proposed, the following process shall apply:
- 7.7.1. The Board of Trustees shall seek informal agreement in principle from the University before any Student Voice procedure is initiated, to ensure the University is supportive of the proposed changes before the formal decision is taken.
  - 7.7.2. All proposed amendments shall be published to Student Members. SU Council may endorse or reject them by a two-thirds majority. The Board will consider SU Council's position and determine the final wording.
  - 7.7.3. The final proposed amendments shall be put to a special resolution of the Company Law Members in accordance with Schedule 1 of the Articles and the Companies Acts. A special resolution requires at least 75% of votes cast to be in favour.
  - 7.7.4. Following the special resolution, the University's formal approval shall be obtained in accordance with Article 23.2.

### **7.8. Amending the Bye-Laws**

- 7.9. The Board of Trustees has the power to amend the Bye-Laws in consultation with Student Voice in such manner as the Trustees deem appropriate, in accordance with Article 29.1 of the Articles of Association. The Board of Trustees shall have the final decision on all changes to the Bye-Laws.
- 7.10. Amendments to the Bye-Laws may be proposed by:
- 7.10.1. The Board of Trustees; or
  - 7.10.2. Student Members, through a motion to SU Council under Bye-Law 5.
- 7.11. Where an amendment is proposed, the following process shall normally apply:

- 7.11.1. All proposed amendments shall be published to Student Members and discussed at the next meeting of SU Council, with Trustees (or their nominee) invited to participate.
- 7.11.2. SU Council may endorse or reject proposed amendments by a two-thirds majority.
- 7.11.3. The Board of Trustees shall consider SU Council's position and determine the final text of the amended Bye-Laws, which shall be published on the Union's website.
- 7.11.4. Bye-Laws must be consistent with the Articles and the legal duties of the Board of Trustees. Where any inconsistency arises, the Articles take precedence.