

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
of
EDINBURGH UNIVERSITY STUDENTS' ASSOCIATION

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TURCAN CONNELL

SOLICITORS AND ASSET MANAGERS

PRINCES EXCHANGE, 1 EARL GREY STREET, EDINBURGH, EH3 9EE
Telephone 0131 228 8111 Fax 0131 228 8118
DX 723300 Edinburgh 43 LP 1 Edinburgh 14
E-mail enquiries@turcanconnell.com www.turcanconnell.com

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**ARTICLES OF ASSOCIATION
of
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ARTICLES OF ASSOCIATION
of
EDINBURGH UNIVERSITY STUDENTS' ASSOCIATION

1. COMPANY NAME

The Company's name is "Edinburgh University Students' Association" (hereinafter "the Association").

2. REGISTERED OFFICE

The Association's Registered Office is to be situated in Scotland.

3. OBJECTS OF THE ASSOCIATION

3.1 The objects of the Association are:-

3.1.1 The advancement of education of students at the University of Edinburgh by representing, supporting and promoting the interests, health and welfare of students within the University and within the wider community, and by promoting student participation in, facilitating, co-ordinating and developing, the services, projects and activities of the Association.

3.1.2 The advancement of the arts, culture and science and the organisation of recreational activities through the services, projects and activities of the Association.

3.1.3 The advancement of community development within the University and within the wider community through student participation in the Association and its services, projects and activities, and by facilitating the involvement of students in the wider community.

3.1.4 To promote and support such similar and other charitable purposes, objects or institutions and in such proportions and manner as the Trustees shall think fit. The expressions 'charitable purpose' or 'charitable object' shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts and a 'charitable institution' shall be interpreted accordingly.

4 POWERS OF THE ASSOCIATION

The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, and subject always to compliance with the Education Act 1994 where relevant, namely:-

4.1 To accept donations

Power to accept, whether or not subject to any trust purposes or conditions, subscriptions, donations, legacies and bequests of any heritable or moveable, real or personal property;

4.2 To invest

Power to invest and deal with the monies of the Association not immediately required upon such investments, securities or property in such manner as may from time to time be determined;

4.3 To establish funds

Power to establish and administer such funds as the Association may require;

4.4 To acquire property

Power to acquire, hire, hold, dispose of or let property of any kind;

4.5 To borrow and to lend

Power to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Association's property or assets (whether present or future), and also by a mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Association of any obligation or liability it may undertake or which may become binding on it; power also to lend and advance money or to give credit on any terms and with or without security;

4.6 To operate accounts

Power to draw, accept, endorse, and issue cheques and to operate bank accounts;

4.7 To employ

Power to employ or otherwise engage such officers and staff as may be thought fit and to pay reasonable remuneration to such staff and any technical and professional advisers;

4.8 To issue appeals

Power to issue appeals, hold public meetings and take such other steps as may seem appropriate for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise;

4.9 To advertise

Power to advertise the Association and undertake any other marketing or fundraising strategies that may seem appropriate;

4.10 To carry out research

Power to gather, produce and distribute information and to carry out research;

4.11 To make donations

Power to make any charitable donation either in cash or assets for the furtherance of the objects of the Association;

4.12 To co-operate with other charities

Power to subscribe to, become a member of, amalgamate or co-operate with, take over or otherwise acquire or enter into any arrangement with, any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or in part similar to those of the Association and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association;

4.13 Subsidiary companies

Power to establish or acquire subsidiary companies;

4.14 To establish and support charities

Power to establish and support or aid in the establishment and support of any charitable trust, association or institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Association;

4.15 To receive grants

Power to receive, allocate and administer grants, gifts or bequests made available to the Association for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;

4.16 To insure against risk

Power to insure and arrange insurance cover against any or all losses, damages, risks and liabilities which may affect the Association or its business, and to indemnify any of its office bearers, members, employees, voluntary workers and all others acting within the authority of the Association against all such risks as the Association shall think fit and which are incurred in the course of the performance of official duties;

4.17 To pay pensions

Power to pay reasonable annual sums or premiums for or towards the provision of pensions for such employees for the time being of the Association or their dependants as may be so nominated and as may from time to time be determined;

4.18 To enter arrangements with authorities

Power to enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Association's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Association may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;

4.19 To enter agreements

Power to enter into any arrangements with any organisation (supreme, national, municipal, local or otherwise) or any university, college, museum, society, corporation, company or any other body or person, and to enter into and carry out joint ventures, partnerships and similar agreements;

4.20 To acquire rights

Power to apply for or otherwise acquire any patent, trademark, copyright or other industrial property right;

4.21 To pay costs on formation

Power to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;

4.22 To delegate administration of assets

Power to delegate the administration and management of any asset owned by the Association or in which it has an interest and to arrange for any asset owned by the Association to be held in the name of a nominee company;

4.23 To alter Regulations

Power to alter or repeal Regulations and to make additions thereto but subject always to ratification by the Trustees. The Trustees shall adopt such means as they deem sufficient to bring to the notice of Members all such Regulations which, as long as they shall be in force, shall be binding on the Members. Any alteration or repeal of Regulations to be decided upon by the Members shall be conducted by way of a referendum in accordance with the provisions for referenda contained in these Articles, and in accordance with any other Regulations then in force governing the holding of referenda.

4.24 **General power**

To do all such other lawful things as are in the opinion of the Trustees necessary for or as shall further, directly or indirectly, the attainment of the objects of the Association or any of them.

5 APPLICATION OF INCOME

The income and property of the Association shall be applied solely towards the promotion of its objects as set out in these presents 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. Any Trustee appointed to any office of the Association paid by salary or fees or receiving any remuneration or other benefit in money or money's worth from the Association shall do so only in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005.

6 MEMBERS OF THE ASSOCIATION

6.1 Each member of the Association shall be known as a Member. The Trustees shall keep a register of members setting out the full name and address of each member, the date on which he was admitted to membership, and the date on which in terms of Section 113 of the Act any person ceases to be a member.

6.2. The subscribers to the Memorandum of the Association and the following other persons are admitted to Membership in accordance with these presents and shall be the Members:

(a) All matriculated students of the University of Edinburgh, whether full-time, part-time or online distance learning, undergraduate or postgraduate, including visiting students or students on exchange, and who have not opted out of Membership by notifying the Association of his or her wish not to be a Member of the Association; and

- (b) All Sabbatical Trustees during their sabbatical terms of office.
- 6.3 A person shall not be admitted as a Member of the Association unless permitted by these Articles.
- 6.4 Institutions, organisations or other bodies shall not be eligible to become Members of the Association.
- 6.5 (a) The Trustees shall accept as life members of the Association the Associate and Life Members of the Union, as defined in the Regulations. Each Associate and Life Member of the Union shall be known as a Life Member and shall have voting rights as prescribed in the Regulations.
- (b) The Trustees may establish such classes of associate membership with such rights and obligations as they think fit and may admit and remove such associate members as prescribed in Regulations drawn up for that purpose.
- (c) Life Members and any members of classes of associate membership established by the Trustees under Article 6.5(b) shall not be Members for the purposes of the Act.
- 6.6 Subject to these presents and the Regulations, a Member may at any time resign from Membership of the Association by notifying the Association or the University of Edinburgh of his or her wish to opt out and not to be a Member of the Association in accordance with Section 22(2)(c)(i) of the Education Act 1994.
- 6.7 Membership shall not be transferable and shall cease:
- (a) on him or her ceasing to qualify as a matriculated student of the University of Edinburgh in terms of Article 6.2(a);
 - (b) in the case of a Sabbatical Trustee, on the expiry or termination of their sabbatical term of office;

- (c) on death;
- (d) if the Member resigns under Article 6.6 above; or
- (e) if the Member is removed from Membership by a resolution of the Trustees that it is in the best interests of the Association that Membership be terminated. A resolution to remove a Member from Membership may only be passed if the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the grounds on which it is proposed. The Member or, at the option of the Member, the Member's representative (who need not be a Member of the Association) must be allowed to make representations to the meeting of the Trustees at which the resolution is proposed.

7 GENERAL MEETINGS OF MEMBERS

- 7.1 All general meetings (including Statutory General Meetings and Special General Meetings) shall be called General Meetings.
- 7.2 The Trustees may whenever they think fit, and shall in the following circumstances, proceed to convene a General Meeting (but always in accordance with the Regulations):
 - (a) on requisition in accordance with Sections 303 and 518 of the Act; or
 - (b) upon receipt by the President of a petition signed by 100 Members stating the purpose of the meeting, including motions to be debated if they are lodged in accordance with Article 8.11.
- 7.3 Any General Meeting shall be called by 14 days' notice in writing at the least, exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall,

notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate proceedings at any General Meeting.

- 7.4 Every notice calling a General Meeting shall specify the place and the day and hour of the meeting. The notice shall specify the general nature of such business and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect giving the terms of the proposed Special Resolution. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of the Act and Article 9 of these presents.

8 PROCEEDINGS AT GENERAL MEETINGS OF THE MEMBERS

- 8.1 General Meetings shall be conducted in such manner as may be prescribed in the Regulations. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business and remains present throughout the meeting; save as herein otherwise provided 500 Members entitled to receive notice of and vote at meetings present in person or by proxy shall be a quorum.
- 8.2 In order for any decision of a General Meeting to be binding, the greater of 500 Members voting in favour or 50% of the simple majority voting in favour will be sufficient unless the Act requires otherwise.
- 8.3 If within half an hour from the time appointed for the meeting a quorum is not present or if, during the meeting, a quorum ceases to be present, the meeting shall stand

adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, such adjourned General Meeting shall be dissolved.

- 8.4 The President of the Association, whom failing the Vice-Chairman, shall preside as chairman at every General Meeting but, if there is no such President of the Association or Vice-Chairman or if at any meeting such President or Vice-Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to preside. If at any meeting no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be the chairman of the meeting.
- 8.5 The President of the Association or Vice-Chairman or acting chairman as the case may be ("the Chairman") may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).
- 8.6 At any General Meeting a resolution put to a vote of the meeting shall be decided on a show of matriculation or membership cards (which for the avoidance of doubt includes in the case of a proxy the show of a valid form of proxy) unless a poll is (before or on the declaration of the result of the show of matriculation or membership cards) demanded by:-

- (a) the Chairman; or
- (b) not less than two thirds of Members present in person or by proxy having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

- 8.7 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman to be of sufficient magnitude to vitiate the resolution.
- 8.8 If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
- 8.9 In the case of an equality of votes, whether on a show of matriculation or membership cards or on a poll, the Chairman of the meeting at which the show of matriculation or membership cards takes place or at which the poll is demanded shall not in any circumstances be entitled to a second or casting vote.
- 8.10 A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and

any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

- 8.11 No motion shall be considered by a General meeting unless at least 14 days' notice of the motion has been given in writing by the proposer to the President, supported by the signatures of 100 Members, or unless the provisions of Article 10.6 apply.
- 8.12 No amendments to a motion shall be considered by a General Meeting unless at least 7 days' notice of the amendment has been given in writing by the proposer to the President, supported by the signatures of 50 Members.
- 8.13 The President shall within 2 days of receipt make available to the Members by such means as may be reasonable the motion and amendments for the consideration of a General Meeting.
- 8.14 Subject to the provisions of the Act, a written resolution shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held. Any resolution that may be passed validly at a General Meeting may be passed as a written resolution except:
- (a) a resolution to remove a Trustee before his period of office expires; and
 - (b) a resolution to remove an auditor before his period of office expires.
- 8.15 A written resolution may be sent out in more than one document and is passed when:-
- (a) a copy of the proposed resolution has been sent to every eligible Member; and
 - (b) in the case of an Ordinary Resolution, a simple majority of the Members eligible to vote have signified their agreement to the resolution in an

authenticated document which has been received at the Registered Office within 28 days from the circulation date; or

- (c) in the case of a Special Resolution, at least 75% of the Members eligible to vote have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days from the circulation date.

8.16 Notwithstanding the other provisions of these Articles, any matter which could otherwise be decided by the Members at General Meeting may be decided by the Members by participation in a referendum (being a ballot in which all Members are entitled to cast a vote or an electronic vote). The Regulations shall govern the protocol for calling and conducting referenda, failing which the same procedure as for General Meetings shall be followed for referenda, save that the number of votes required for the passing of a resolution (unless fixed at some other number by the Act) shall be a simple majority of those voting, provided that a minimum of 1,500 votes are cast. The results of a referendum shall be made available in accordance with the Regulations, failing which they will be declared at a special General Meeting convened for that purpose. No other business may be entertained at such a special General Meeting save the declaration of the results of the referendum or referenda in question. The quorum at such a special General Meeting shall be five Members.

9 VOTES OF MEMBERS

9.1. Where in Scotland or elsewhere a curator bonis, guardian, trustee or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder or incapacity the Trustees may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Trustees may require, permit such curator bonis,

guardian, trustee or receiver or other person to vote in person or by proxy at any General Meeting on behalf of such Member or to exercise any other right conferred by Membership in relation to meetings of the Association.

- 9.2 On a show of matriculation or membership cards or a poll votes may be given either personally or by proxy. A proxy appointed to attend and vote at any meeting in place of a Member shall have the same right as the Member who appointed him to speak at the meeting and need not be a Member of the Association himself. A proxy may be appointed to attend and vote in place of only one Member. A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 9.3. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney. The Trustees may, but shall not be bound to, require evidence of the authority of any such attorney.
- 9.4. An instrument appointing a proxy must be left at the Registered Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours (excluding weekends and Bank Holidays) before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
- 9.5. An instrument appointing a proxy may be in the usual common form, or in such other form as the Trustees may decide (including electronic forms), and shall be deemed to confer authority to demand or join in demanding a poll. An instrument appointing a proxy may specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions, and unless it indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any

ancillary or procedural resolutions put to the meeting. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

- 9.6 A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given.

10 TRUSTEES OF THE ASSOCIATION

- 10.1 The board of Trustees shall have the general control or management of the administration of the Association. Subject as hereinafter provided, the minimum number of Trustees shall be 9, of whom at least one shall be resident in Scotland. The maximum number of Trustees shall be 12. The Association may by Ordinary Resolution from time to time increase or reduce the number of Trustees. Regulations may supplement any part or the whole of the provisions set out in this Article 10.

- 10.2 The Trustees shall comprise the following persons:

- (a) Not more than 4 elected sabbatical officers of the Association as specified in Article 10.3 (the "Sabbatical Trustees");
- (b) Not more than 5 elected Members as specified in Article 10.4 (the "Student Trustees"); and
- (c) Not more than 3 appointed persons who may or may not be Members or Life Members as specified in Article 10.5 (the "External Trustees").

10.3 Sabbatical Trustees

- (a) The Sabbatical Trustees are the “major union office holders” as defined in Section 22(2)(d) of the Education Act 1994 and during their terms of office as Sabbatical Trustees will occupy full-time, paid elected offices of the Association.
- (b) If a Sabbatical Trustee demits, or for whatever reason is removed or disqualified from, office, he or she will also be removed from his or her position as a major union office holder and as a paid officer of the Association.
- (c) Subject to being Members at the time of first standing for office, Sabbatical Trustees shall be elected in a secret ballot in which all Members are entitled to vote.
- (d) Sabbatical Trustees shall be elected for a term not exceeding 1 year. The commencement and expiry date of such term of office may vary in line with the Academic Year.
- (e) On taking office, Sabbatical Trustees will undertake those duties and responsibilities set out for them in the Regulations, in addition to their duties as charity trustees under Section 66 of the Charities and Trustee Investment (Scotland) Act 2005.

10.4 **Student Trustees**

- (a) Subject to being Members at the time of standing for and throughout their term of office, Student Trustees shall be elected in a secret ballot in which all Members are entitled to vote.
- (b) Student Trustees shall be elected for a term not exceeding 2 years and shall be eligible for re-election for a second and final term not exceeding 2 years. The commencement and expiry dates of such terms of office may vary in line with the Academic Year.

10.5 External Trustees

- (a) External Trustees are intended to enhance the technical expertise, professional experience and skill of the board of Trustees, to help to promote continuity in board membership, and to bring an independent perspective to the Trustees' deliberations.
- (b) External Trustees shall be appointed by a simple majority of the Student Trustees in office for a term not exceeding 3 years and shall be eligible for re-appointment for one further term not exceeding 3 years. The commencement and expiry of such terms of office may vary in line with the Academic Year.
- (c) The Regulations may provide for an application process for External Trustees, or for an appointments panel which may consider applications and produce a recommended shortlist for consideration by the Student Trustees.
- (d) In order to ensure their independence, External Trustees are prohibited during their term or terms of office from being employed full-time either by the Association or by the University of Edinburgh.

General

- 10.6 The Association may by Ordinary Resolution, for which special notice shall be required, remove a Trustee at any time. Such a resolution shall be regarded as a motion of no confidence in that Trustee and will only be triggered by a petition for such a motion being signed by at least 150 Members.
- 10.7 The Association may by Ordinary Resolution elect another person in place of a Sabbatical Trustee or a Student Trustee removed under the provisions of Article 10.6 or otherwise to fill a vacancy should one arise for any reason.

10.8 The Trustees shall have power at any time and from time to time to appoint any person to be a Trustee either to fill a vacancy should one arise for any reason or as an additional Trustee, but so that the total number of the Trustees shall not at any time exceed the maximum number fixed by or in accordance with these Articles.

10.9 A Trustee may not appoint an alternate Trustee or anyone to act on his behalf at meetings of the Trustees.

11 DISQUALIFICATION OF TRUSTEES

The office of Trustee shall be vacated in any of the following events, namely:-

- (a) if he resigns by notice in writing to the Association at the Registered Office unless after the resignation there would be less than 2 Trustees remaining in office; or
- (b) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
- (c) if in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or guardian or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
- (d) if he is prohibited by law from being a Trustee or ceases to be a Trustee by virtue of any provision of the Act, or if he is disqualified from acting as a charity trustee in terms of the Charities and Trustee Investment (Scotland) Act 2005 or in any other circumstances under which the Office of the Scottish Charity Regulator requires his removal from office; or

- (e) if he shall have failed to attend 3 consecutive meetings of the Trustees without permission of the Trustees and the Trustees resolve that his office be vacated; or
- (f) if in the sole opinion of the other Trustees he shall have acted in such a way as would bring the Association into disrepute and that in all the circumstances his removal from office is justified to preserve the reputation of the Association; or
- (g) if he is removed from office under Article 10.6 of these presents; or
- (h) if, in the case of a Sabbatical Trustee, he or she ceases to be a paid officer of the Association; or
- (i) if, in the case of a Student Trustee, he or she ceases to be a Member of the Association.

12 PROCEEDINGS OF THE TRUSTEES

- 12.1 The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, subject to meeting on at least 5 occasions in each Academic Year. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of the board of Trustees may, and the Secretary (if one is appointed) on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. On agreement by a majority of the Trustees present, guests or observers may attend meetings of the Trustees in accordance with any relevant Regulations. It shall not be necessary to give notice of a meeting of the board of Trustees to any member thereof for the time being absent from the United Kingdom.
- 12.2. The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be a simple

majority of the Trustees, provided always that the number of Sabbatical Trustees and Student Trustees present, when taken together, shall always exceed the number of External Trustees present. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which that Trustee is not entitled to vote. A meeting of the Trustees at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Trustees for as long as a quorum remains present.

- 12.3 The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with these presents, the continuing Trustee or Trustees may act for the purpose of filling up such vacancies (whether by holding a secret ballot or by any other competent method) or of summoning General Meetings of the Association, and for no other purpose. If there be no Trustee or Trustees able or willing to act, then any two Members may instruct the holding of a secret ballot in which all Members are entitled to vote for the purpose of electing Trustees.
- 12.4. The President of the Association will be the Chairman of the board of Trustees. The Trustees will elect a Vice-Chairman from the External Trustees, and such other office bearers (if any) as they consider appropriate, and may at any time revoke such appointment or appointments. A person elected to any office shall automatically cease to hold that office if he ceases to be a Trustee or if he resigns from that office by written notice to that effect. If no President of the Association shall have been elected, or if at any meeting the President, whom failing the Vice-Chairman, shall not be present within fifteen minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be chairman of the meeting.
- 12.5 A resolution in writing or in electronic form agreed by a majority of the Trustees entitled to receive notice of a meeting of the Trustees or, as the case may be, of a meeting of a committee of Trustees and to vote upon the resolution shall be as

effective as a resolution passed at a meeting of the Trustees or, as the case may be, a committee of the Trustees, duly convened and held, provided that a copy of the resolution is sent to all Trustees eligible to vote and a simple majority of Trustees has signified its agreement in an authenticated document or documents which are received at the Registered Office within 28 days of the circulation date. The resolution may consist of several documents in the like form, to each of which one or more of the Trustees has signified their agreement.

- 12.6 The Trustees may delegate any of their powers to a council, committee or society of the Association or to a Component Organisation. Any committee created for this purpose shall consist of such number of Trustees (if any) and/or of such Members or other persons (if any) as the Trustees shall think fit; and any such committee so formed shall in the exercise of its powers conform to any regulations that may be imposed on it by the Trustees or by the Regulations. Any regulations imposed by the Trustees on a committee under this Article may be revoked or altered.
- 12.7 The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees; provided that no resolution of any committee shall be effective unless a majority of the members of the committee at the meeting are Trustees or unless such resolution is approved or ratified by the Trustees. All proceedings of committees must be reported promptly to the Trustees.
- 12.8 All acts done by any meeting of the Trustees or any committee, or by any person acting as a Trustee or as a member of a committee, shall as regards all persons dealing in good faith with the Association, notwithstanding that there was some defect in the appointment or continuance in office of any Trustee or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every

such person had been duly appointed and was qualified and had continued to be a Trustee or a member of a committee and had been entitled to vote.

12.9 The Trustees or any committee may agree to invite additional persons to attend their meetings for special purposes or to co-opt additional persons to be *de facto* members of any committee, but such additional persons shall not have the right to vote. The Trustees or any committee may seek advice from such persons as they or it shall think fit.

12.10 Any one or more (including without limitation, all) of the Trustees or any committee may participate in a meeting of the Trustees or of such committee:-

(a) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants ; or

(b) by a succession of telephone calls to Trustees from the chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the Trustees participating are present or (ii) at the place where the chairman of the meeting is present.

12.11 The Trustees may delegate the day-to-day management of the Association to the Chief Executive (and other members of staff) of the Association who shall report regularly to the Trustees.

13 CONFLICTS OF INTEREST

13.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association or in any

transaction or arrangement entered into by the Association which has not previously been declared and must re-declare the nature and extent of any interest (direct or indirect) at a Trustees' or committee meeting at or before the time discussion begins on the matter. After providing any information requested, a Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

13.2 If a conflict of interest arises for a Trustee and the conflict is not authorised by virtue of any other provision in these presents, the unconflicted Trustees, provided they form a quorum and are satisfied that it is in the best interests of the Association to do so, may authorise such a conflict of interests where the following conditions apply:

- (a) other than providing information, the conflicted Trustee takes no part in deliberations on any arrangement or transaction to which the conflict of interest relates;
- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
- (c) the unconflicted Trustees consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying; and
- (d) the terms of Section 66 of the Charities and Trustee Investment (Scotland) Act 2005 are not thereby contravened.

And in the event that there are insufficient unconflicted Trustees to form a quorum as fixed in accordance with Article 12.2, then the unconflicted Trustees shall form a quorum notwithstanding any other provision to the contrary.

13.3 For the purposes of Article 13, a Trustee shall be deemed to have an interest in an

arrangement if there is a direct or indirect benefit of any nature accruing to that Trustee or to a person connected with that Trustee as defined in section 252 of the Act.

13.4 Subject to Article 13.5, all acts done by a meeting of Trustees, or by a council of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by these presents to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

13.5 Article 13.4 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees if, but for Article 13.4, the resolution would have been void, or if the Trustee has not complied with Article 13.1.

14 POWERS OF THE TRUSTEES

14.1 The business of the Association shall be managed by the Trustees who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these presents, required to be exercised by the Association in general meeting, subject nevertheless to the

provisions of the Act or these presents and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.

- 14.2 All cheques, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.
- 14.3 The Trustees shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Trustees;
 - (b) of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees or established by the Trustees;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Trustees and of the committees of or established by the Trustees.
- 14.4 The Trustees shall have the power from time to time to make, repeal or amend Regulations (and to make additions thereto) as they may deem necessary or expedient for the proper conduct and management of the Association, its working practices, and generally in respect of all such matters as are commonly the subject of the Association and its Component Organisations, councils, committees and societies, provided that such Regulations are consistent with these Articles.

15 SECRETARY

- 15.1 If it is desired that a Secretary shall be appointed by the Trustees, the Secretary shall be so appointed for such term, at such remuneration and upon such conditions as the Trustees may think fit.

15.2 Any Secretary appointed may be removed by the Trustees.

16 THE SEAL

The Association shall not have a Seal.

17 ACCOUNTS

17.1 Accounting records sufficient to show and explain the Association's transactions and otherwise complying with the Act shall be kept at the Registered Office, or at such other place within Scotland as the Trustees think fit, and shall at all times be open to inspection by the Trustees. Subject as aforesaid no Member of the Association or other person shall have any right of inspecting any account or book or document of the Association except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Trustees or in terms of Article 17.2 below.

17.2 It shall be the responsibility of the Trustees to ensure that a copy of the Association's annual accounts is available to the Members of the Association for examination prior to the approval of the said accounts by the Trustees. The Trustees shall determine the method by which the said accounts are to be made available to the Members (which may include publication on the Association's website) and may pass Regulations for this purpose if they see fit.

18 AUDIT

Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005.

19 NOTICES

19.1 Any notice or document may be served by the Association on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the Register of Members or to such other address as he may supply to the Association for the giving of notices to him, or may be sent by email to such Member, or may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by the Association including publication on the Association's website in accordance with Section 309 of the Act, and any notice so served by post or by email or otherwise in accordance with the Act shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not the Association have notice of his death or bankruptcy.

19.2 A Member whose address in the Register of Members is outside the United Kingdom and who has not supplied to the Association either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Association.

19.3 Any notice or document served shall be deemed to have been served:-

(a) at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted;

(b) at the expiration of 24 hours after being sent by email or posted on the Association's website or delivered by hand to the relevant address, and in proving service of an email it shall be sufficient to show that the email containing the same was properly addressed and sent;

- (c) immediately on being handed to the recipient personally; or
- (d) if earlier, as soon as the recipient acknowledges receipt.

In calculating a period of hours for the purposes of this clause, no account shall be taken of any part of a day that is not a working day. Where an individual is both a Trustee and Member of the Association, any notice so served shall be deemed to have been duly served on him as both Trustee and Member of the Association.

- 19.4 Subject to these presents, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

20 INDEMNITY

Subject to the provisions of the Act and of these presents, a Trustee, Auditor, Independent Examiner, Secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties.

21 LIABILITY OF MEMBERS

- 21.1 The liability of the Members is limited.
- 22.2 Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories themselves, such amount as may be required not exceeding £1.

22 WIND UP OR DISSOLUTION

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 7 hereof such institution or institutions to be determined by the Members at or before the time of the dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.

23 INTERPRETATION

- 23.1 The regulations contained in The Companies (Model Articles) Regulations 2008 or any statutory modification or re-enactment thereof shall not apply.
- 23.2 Any words importing the singular number only shall include the plural number and vice versa.
- 23.3 Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.
- 23.4 Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.
- 23.5 References to any Act include references to any statutory modification or re-enactment thereof and any subordinate legislation made under it.
- 23.6 A reference to notice to any person shall mean notice in writing.

- 23.7 A reference to notice in writing includes notice in writing by post, facsimile transmission and electronic mail.

24 DEFINITIONS

In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
Academic Year	The annual period during which students are required to be matriculated with the University of Edinburgh.
Component Organisation	An organisation designated as such by the Trustees from time to time in accordance with Article 12.6 and/or the Regulations, and including for these purposes for the avoidance of doubt The Edinburgh University Union (“the Union”) and The Students’ Representative Council of the University of Edinburgh (“the SRC”).
In writing	Written or produced by any substitute for writing, including by electronic means, or partly one and partly another.
Member(s)	Member(s) of the Association as defined in Article 6.
Month	Calendar month.
Poll	A secret ballot.
Regulations	The regulations (including any standing orders) setting out and regulating the working practices of the

	Association made from time to time in accordance with Article 14.4. In circumstances where any of the Regulations contradict these Articles, the Articles will prevail.
Secretary	Any person appointed in accordance with these presents.
the Act	The Companies Act 2006 and every other Act for the time being in force concerning companies and affecting the Company.
The United Kingdom	Great Britain and Northern Ireland.
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Trustees	The Directors.
Year	Calendar year.