

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

HERIOT-WATT UNIVERSITY STUDENT UNION

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Constitution of Union

- 1 The model articles of Association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Union.

Defined terms

- 2 In these Articles the meanings of any defined terms used are set out in Schedule 1.
- 3 If any dispute arises in relation to the interpretation of this Articles it shall be resolved by the board of Trustees. For any of the Bye-Laws, it shall be resolved by the Board.
- 4 Other terms shall be as defined within the Charter and Statues of the University
- 5 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

OBJECTS

- 6 The objects of the Union (“the Objects”) shall be:
 - 6.1 the advancement of education of students at Heriot-Watt University by representing, supporting, advising and promoting the interests, health and welfare of students within the University during their course of study and within the wider community, and by promoting student participation in, facilitating, co-ordinating and developing, the services, projects and activities of the Union;
 - 6.2 The provision of recreational activities through the services, projects and activities of the University providing social, cultural, and recreational activities and forums for discussions and debate for the personal development of its Students;
 - 6.3 The advancement of community development within the University and within the wider community through student participation in the Union and its services, projects and activities, and by facilitating the involvement of students in the wider community;
 - 6.4 The relief of the student needs by being the recognised representative channel between Students and Heriot-Watt University, other academic organisation, the general public and any other external bodies and promoting social and academic unity among students of the University.
- 7 The Union’s objects are restricted to those set out in article 6 (but subject to article 8).

- 8 The Union may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Union's objects in article 6; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

POWERS

- 9 The Union in carrying out its Objects shall comply with the provisions of the law and shall have all the powers of a natural person and be entitled to carry on any activity of any type except to the extent limited or restricted by law including without limitation the following powers:
- 9.1 provide services and facilities for Members;
 - 9.2 establish, support, promote and operate a network of student activities for Members;
 - 9.3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
 - 9.4 alone or with other organisations:
 - 9.4.1 carry out campaigning activities;
 - 9.4.2 seek to influence the actions of the university;
 - 9.4.3 seek to influence public opinion; and
 - 9.4.4 make representations to and seek to influence governmental and other bodies and institutions;
 - 9.4.5 regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which a Scottish charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Office of Scottish Charity Regulator (OSCR);
 - 9.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
 - 9.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - 9.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the results;
 - 9.8 provide or appoint others to provide advice, guidance, representation and advocacy;

- 9.9 co-operate with other charities and bodies and exchange information and advice with them;
- 9.10 become a member, affiliate or associate of other charities and bodies;
- 9.11 support, set up or merge with other charities with objects identical or similar to the Union's objects, and act as or appoint Trustees, agents, nominees or delegates to control and manage such charities;
- 9.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 9.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 9.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities out with the recommendations of OSCR in raising funds;
- 9.15 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities and Trustee Investment (Scotland) Act 2005);
- 9.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 9.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities and Trustee Investment (Scotland) Act 2005);
- 9.18 make grants or loans of money and give guarantees;
- 9.19 set aside funds for special purposes or as reserves against future expenditure;
- 9.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 9.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 9.21.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 9.21.2 every transaction is reported promptly to the Trustees;

- 9.21.3 the performance of the investment is reviewed regularly by the Trustees;
 - 9.21.4 the Trustees are entitled to cancel the delegation at any time pending notice period as appropriate;
 - 9.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 9.21.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 9.21.7 the financial expert may not do anything outside the powers of the Trustees;
- 9.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a Company or a limited liability partnership registered or having an established place of business in Scotland) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 9.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or Union;
- 9.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 9.25 trade in the course of carrying out any of its objects;
- 9.26 establish or acquire subsidiary companies to carry on any taxable trade;
- 9.27 subject to the limitation on private benefits, employ and pay employees and professionals or other advisors;
- 9.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 9.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:
- 9.29.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

9.29.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or

9.29.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not.

9.30 do all such other lawful things as shall further the Union's objects.

CONDUCT OF THE UNION

10 The Union shall be conducted in accordance with the provisions of Charity law and the Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by the Privy Council, and subject thereto, in accordance with the provisions of these Articles and any Regulations and Procedures made under these Articles.

11 The Union will seek at all times to:

11.1 ensure that the diversity of its membership is recognised and that equal access and participation is available to all Members;

11.2 pursue its aims and objectives independent of any political party or religious group;

12 These Articles have been structured to give the Board of Trustees authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to pass a vote of no confidence in the elected Trustees. The Board of Trustees will give the utmost consideration to the views of Members.

13 Under the Education Act 1994, Heriot-Watt University has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union works alongside Heriot-Watt University in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Members are met.

14 The Union, as a registered Charity, has a duty to comply with the Charities and Trustee Investment (Scotland) Act 2005 and subsequent legislation or Guidance from the Office of the Scottish Charity Regulator (OSCR). The Union shall submit on time its Annual Return to OSCR and respond to new guidance as required.

Bye-Laws and Standing Orders

- 15 The Trustees shall adopt such Bye-Laws and Standing Orders as it may deem appropriate for the conduct and administration of the affairs of the Union.
- 16 The Bye-Laws and Standing Orders may be amended by the Executive. The change must be supported by the Executive through the minutes of a meeting and must be passed by a majority vote of the Executive. The proposed amendment must be placed on the Trustee Agenda for noting.
- 17 A copy of the Bye-Laws and any material amendments to them shall be sent to the Ordinances and Regulations Committee of the University within four weeks of their adoption for noting.

Restrictions on use of the Union's assets

- 18 The income and property of the Union 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.
- 19 Article 18 shall not prevent any payment in good faith by the Union of:
 - 19.1 any payments made to any Member in their capacity as a beneficiary of the Union;
 - 19.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Article shall apply;
 - 19.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and
 - 19.4 any reasonable and proper rent for premises let by any Member to the Union
- 20 Except as provided, no Trustee may sell goods, services or any interest in land to the Union, be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
 - 20.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
 - 20.2 reasonable and proper out of pocket expenses of the Trustees;
 - 20.3 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;

- 20.4 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
- 20.5 reasonable and proper premiums in respect of indemnity insurance effected.
- 21 Any Trustee appointed to any office of the Union paid by salary or fees or receiving any remuneration or other benefit in money or money's worth from the Union shall do so only in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005 and the Education Act.

General structure

- 22 The structure of the Union consists of:-
- 22.1 the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of Union and the Act; in particular, the members elect people to serve as Trustees and take decisions in relation to changes to the articles themselves;
- 22.2 the TRUSTEES – who are also Company Directors who hold regular meetings during the period between annual general meetings, and control and supervise the activities of the Union; in particular, the Trustees are responsible for monitoring the financial position of the Union.

Liability of Members

- 23 Each member undertakes that if the Union is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the Union, to be applied towards:
- 23.1 payment of the Union's debts and liabilities contracted before he/she ceases to be a member;
- 23.2 payment of the costs, charges and expenses of winding up; and
- 23.3 adjustment of the rights of the contributories among themselves.
- 24 The Trustees have certain legal duties under the Companies Act 2006 and Charities and Trustee Investment (Scotland) Act 2005; and Article 23 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Qualifications for Membership

25 The subscribers to the Memorandum of the Union and the following other persons are admitted to Membership in accordance with these articles and shall be the Members:

25.1 All matriculated students of Heriot-Watt University, 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 Union of their wish not to be a Member of the Union;

25.2 The Officer Trustees will be members of the Union.

26 Categories of member shall include Ordinary, International, Associate, Life, Reciprocal and Honorary. Eligibility for these shall be determined in the Bye-Laws.

Membership Subscription

27 Subscriptions payable by other members of the Union shall be determined in the Bye-Laws.

Transfer/termination of membership

28 Membership shall not be transferable and shall cease on death.

29 A Member shall automatically cease to be a Member of the Union if:

29.1 he or she ceases to be a Student;

29.2 he or she ceases to be an Officer Trustee;

29.3 he or she opts out of membership by giving written notice to the Union in accordance with the Bye-Laws.

30 Any person may be expelled from membership by special resolution, providing the following procedures have been observed:-

30.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and

30.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Annual General Meeting

- 31 The Trustees shall convene an annual general meeting in each year.
- 32 Not more than 18 months shall elapse between one annual general meeting and the next.
- 33 The business of each annual general meeting shall include:-
- 33.1 vote on policy of the Union;
 - 33.2 scrutinise a report from the President on all areas and committees of the Union;
 - 33.3 vote on constitutional amendments;
 - 33.4 noting the appointment or election/re-election of Trustees.
- 34 The Trustees may convene an extraordinary general meeting at any time.
- 35 The Trustees must convene an extraordinary general meeting within 8 weeks if there is a valid requisition by 40 Ordinary members (under section 303 of the Companies Act) or a requisition by a resigning auditor (under section 518 of the Companies Act).
- 36 The annual general meeting shall be held at such time and place as the Board shall think suitable to allow the maximum number of Members to attend.

Notice of general meetings

- 37 At least 14 clear days' notice must be given of general meetings.
- 38 The reference to "clear days" in article 38 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 39 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 40 Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:
- 40.1 ratification of minutes of previous AGM;
 - 40.2 receiving the report of the Trustees on the Union's activities since the previous AGM;

- 40.3 receiving the accounts of the Union for the previous financial year;
 - 40.4 approving the list of affiliations of the Union; and
 - 40.5 open questions to the Trustees and Executive by the Members.
 - 40.6 the general nature of the business to be dealt with at the meeting and if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution
- 41 Notice of every general meeting shall be given:
- 41.1 in hard copy form;
 - 41.2 in writing or, (where the individual to whom notice is given has notified the Union of an address to be used for the purpose of electronic communication) in electronic form; or
 - 41.3 (subject to the Union notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 42 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 38 to 42; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 43 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Union, by special resolution:
- 43.1 to alter its name;
 - 43.2 to alter any provision of these articles or adopt new articles of Union (which shall be reviewed every five years, with effect from the of incorporation).
- 44 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes

against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 38 to 42.

- 45 An ordinary resolution may be submitted as an item of business for the Annual General Meeting in the form of a Motion. Motions must be submitted by 5pm, seven calendar days before the AGM takes place.

Written resolutions

- 46 A resolution agreed to in writing (including by e-mail) by all the Trustees will be as valid as if it had been passed at an AGM or Board meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Procedure at general meetings

- 47 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 50 Ordinary members (each being a member or a proxy for a member).
- 48 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 49 The President or in his or her absence the Vice-President shall preside as chair of the meeting. In the absence of the President and the Vice-President, the Members present and entitled to vote shall choose one of their number to be chair.
- 50 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 51 At all General Meetings all Ordinary Members present shall have one vote.
- 52 Honorary, Associate, Life Members and Trustees shall have speaking but not voting rights. Reciprocal Members shall not be eligible to attend any General Meetings.
- 53 Annual and general meetings may be carried out by a virtual or physical meeting provided they comply with these regulations. Physical meetings may be carried out at one single venue or simultaneously at a maximum of three separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

- 54 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 54.1 shall lodge with the Union, at the Union's registered office or such address as may be specified in the Notice of General Meeting, a written instrument of proxy (in such form as the Trustees require), signed by him/her; or
- 54.2 shall send by electronic means to the Union, at such electronic address as may have been notified to the members by the Union for that purpose, an instrument of proxy (in such form as the Trustees require);
- providing (in either case), the instrument of proxy is received by the Union at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 55 An instrument of proxy which does not conform with the provisions of article 54, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 56 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 57 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Union.
- 58 The termination of a proxy's authority by the member appointing him does not invalidate the vote given or ballot demanded, unless the Union receives notice of the termination before the commencement of the meeting or adjourned meeting. Such notice should be received by the Union at the Union's registered office or such address as may be specified in the Notice of General Meeting (or, where sent by electronic means, was received by the Union at the address notified by the Union to the members for the purpose of electronic communications).
- 59 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 60 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

- 61 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Number of Trustees

- 62 The minimum number of Trustees shall never be less than three, the maximum is 12.

Eligibility and Composition of Board

- 63 The Trustees shall be responsible for the overall strategy, management and finances of The Union in the United Kingdom.
- 64 A person will not be eligible for election or appointment to the Board if he/she is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
- 65 The Board shall be made up as follows:
- 65.1 Presidents and Vice-Presidents of The Union, elected in accordance with Article 66-70 will be the Officer Trustees;
 - 65.2 Two (2) ordinary members of The Union selected in accordance with Article 71-74 will be the Student Trustees;
 - 65.3 not less than three (3) External Trustees, appointed in accordance with Article 77-80 one of whom must be an alumni;
 - 65.4 One (1) university appointed Trustee;
 - 65.5 Up to two (2) additional Trustees that may be co-opted onto the Trustees Board as long as this is supported by two thirds of the Trustees.

Officer Trustees

- 66 The Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws.
- 67 The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.

- 68 Each Officer Trustee must be a Student or an Officer Trustee at the time of his or her 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 of the Union.
- 69 The Officer Trustees shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.
- 70 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined by this Articles. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

Student Trustees

- 71 Subject to Article 72 below, at least two (2) Student Trustees shall be selected by the Trustees [from such persons as have been nominated by the Appointments Committee]
- 72 Each Student Trustee must be a Student at the time of his or her appointment and shall continue to be a Student for the duration of his or her term as a Student Trustee.
- 73 Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 74 A Student Trustee may serve a maximum of two consecutive terms.

Alumni Trustees

- 75 At least one (1) Alumni Trustee shall be appointed by a simple majority vote of the Appointments Committee [provided that the appointment of each Alumni Trustee is ratified by a two thirds majority vote of the Executive Committee. Alumni Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 76 Alumni Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.

External Trustees

- 77 Up to six (6) and not less than three (3) External Trustees shall be appointed by a simple majority vote of the Appointments Committee. The decision will be noted at the next AGM however the AGM has the right to remove a newly appointed external trustee.

- 78 External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 79 External Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive.
- 80 The university appointed Trustee must be ratified by 2/3 of the Executive.

Chair and Deputy Chair

- 81 The Chair of the Trustees shall be elected by the Trustee Board by a two thirds majority vote and will serve for a period of one year. Election of the Chair of the Trustees shall take place at the first Trustee meeting after the commencement of the new sabbatical officer team.
- 82 The President shall be the Deputy Chair of the Trustees unless elected Chair of the Trustees. In which case the Trustee Board shall elect a Deputy Chair from its External Trustees by a simple majority vote. The role of the Deputy Chair will be to support the Chair.
- 83 The Chair or Deputy Chair shall be the manager of the Chief Executive Officer provided they are an External Trustee.
- 84 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

Removal or Replacement of Trustees

- 85 The Union may by Special Resolution remove a Trustee at any time. Such a resolution shall only be triggered by a petition being signed by at least 1000 Members. Upon receipt of such a petition the Union shall convene a General Meeting in accordance with these Articles.
- 86 If an Officer Trustee resigns, is disqualified, removed from office or their contract of employment ceases 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 Bye-Laws.
- 87 If an Officer Trustee resigns, is disqualified, removed from office or their contract of employment ceases after the commencement of the Academic Year the vacancy shall be filled in accordance with the Bye-Laws. Any person elected under this Article may be required to assume the responsibilities of the Officer Trustee.
- 88 If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be appointed to the vacancy in accordance. If an Alumni Trustee or an External Trustee resigns, is disqualified or removed from office, an Alumni Trustee or an External Trustee (as appropriate) shall be appointed to the vacancy respectively.
- 89 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.

- 90 A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at meetings of the Trustees.

Termination of office

- 91 A Trustee shall automatically vacate office if:-

91.1 he/she ceases to be a Trustee through the operation of any provision of the Act or becomes prohibited by law from being a Trustee or Charity Trustee;

91.2 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;

91.3 in the case of a Student Trustee s/he ceases to be a student;

91.4 in the case of an Officer Trustee, s/he ceases to be an employee of the Union;

91.5 in the case of a University Trustee, s/he ceases to be an employee of the University;

91.6 he/she becomes an employee of the Union;

91.7 he/she resigns office by notice to the Union;

91.8 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Companies Act;

he/she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board.

- 92 If a Trustee is convicted of fraud or other crime involving dishonesty or misappropriation of funds or if s/he is considered to be disqualified from acting as Trustee under the Company Directors Disqualification Act 1986 (or any subsequent legislation) as outlined in the preceding article, and shall be he or she must notify the Union as soon as reasonably practicable.

Register of Trustees

- 93 The Board must keep a register of Trustees, setting out:

93.1 for each current Trustees:

93.1.1 his/her full name and address; and

93.1.2 the date on which he/she was appointed as a Trustee; and

93.1.3 any office held by him/her in the organisation; and

93.2 for each former Trustee - for at least 6 years from the date on which he/she ceased to be a Trustee:

93.2.1 the name of the Trustee; and

93.2.2 any office held by him/her in the Union; and

93.2.3 the date on which he/she ceased to be a Trustee.

Office-bearers

94 The Trustees shall elect the following elect office bearers:

94.1 President;

94.2 Vice-Presidents;

94.3 Other Officer-Bearers as prescribed in the Bye-Laws

Powers of Board

95 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Union and its assets and undertaking shall be managed by the Trustees, who may exercise all the powers of the Union.

96 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

Personal interests

97 A Trustee, who has a personal interest in any transaction or other arrangement which the Union is proposing to enter into, must declare that interest at a meeting of the Trustees; he/she will be debarred from voting on the question of whether or not the Union should enter into that arrangement.

98 For the purposes of the preceding article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited Union of which he/she is a substantial shareholder

or Trustee (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

99 Provided:

99.1 he/she has declared his/her interest; and

99.2 he/she has not voted on the question of whether or not the Union should enter into the relevant arrangement a Trustee will not be debarred from entering into an arrangement with the Union in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

Procedure at Trustees' meetings

100 Any Trustee may call a meeting of the Trustees.

101 Questions arising at a meeting of the Trustees shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

102 No business shall be dealt with at a meeting of the Trustees unless a quorum is present. The quorum for meetings of the Trustees shall be a minimum of four Trustees or 40% of the Board rounded up to the nearest whole number, whichever is higher and shall consist of at least two Sabbatical or Student Trustees and two External Trustees.

103 For the avoidance of doubt, where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be as prescribed in these Articles.

104 If at any time the number of Trustees in office falls below the number fixed as the quorum, the remaining Trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting.

105 Unless he/she is unwilling to do so, the chair of the Union shall preside as chairperson at every Trustees' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Trustees present shall elect from among themselves the person who will act as chairperson of the meeting.

106 A Trustee may participate in a meeting of the Trustees or a meeting of a committee of Trustees by means of a telephone, video conferencing facility or similar communications equipment whereby all the Trustees participating in the meeting can hear each other; a Trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.

- 107 The Trustees may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Trustees; for the avoidance of doubt, any such person who is invited to attend a Trustees' meeting shall not be entitled to vote.
- 108 A Trustee shall not vote at a Trustees' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Union; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 109 A person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited Union of which he/she is a substantial shareholder or Trustee, has a personal interest in that matter.
- 110 A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

Delegation to sub-committees

- 111 The Trustees may delegate any of their powers to any sub-committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the chair of the Union (or the holder of any other post) such of their powers as they may consider appropriate.
- 112 Any delegation of powers under article 107 may be made subject to such conditions as the Trustees may impose and may be revoked or altered.
- 113 The rules of procedure for any sub-committee shall be as prescribed by the Trustees.

The Executive Committee

- 114 The Executive Committee shall include:
- 114.1 President;
- 114.2 Vice-Presidents;
- 114.3 Any such other members as prescribed in the Bye-Laws provided that at least two thirds of the executive have been elected by the Ordinary members of The Union.
- 115 The Executive Committee shall meet in accordance with the Bye-Laws. The Executive Committee's responsibility shall not include the duties of the Trustees but shall include

representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.

- 116 The Chief Executive and the Union's senior management team may attend meetings of the Executive Committee at the request of the Executive Committee.

Appointments Committee

- 117 The Appointments committee shall consist of:

117.1 Chair of Trustee board (or their nominated representative);

117.2 President (or their nominated representative);

117.3 Any other such members as decided by the Trustee Board.

Minutes

- 118 The Trustees shall ensure that minutes are made of all proceedings at general meetings, Trustees' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 119 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 120 The Board must prepare an annual statement of account, complying with all relevant statutory requirements; which includes deciding the correct format of the accounts, and the appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.

Dissolution and wind-up of the organisation

- 121 If on the winding-up of the Union any property remains after satisfaction of all the Union's debts and liabilities, such property shall not be paid to or distributed among the members of the Union but shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) or other asset locked body whose objects are altogether or in part similar to the objects of the Union.

- 122 The charity or charities or asset locked body to which property is transferred under article 118 shall be determined by the members of the Union at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.
- 123 To the extent that effect cannot be given to the provisions of articles 117 and 118, the relevant property shall be applied to some other charitable purpose or purposes.

Amendments to the Articles

- 124 The Trustees shall review these Articles every five years with effect from the date that these Articles come into effect. Upon each review the trustees shall submit the Articles through the ratification process set out in the existing Articles.
- 125 The Trustees shall ensure that all amendments are subject to consultation with the Executive prior to adoption.
- 126 The Articles may be amended by the Trustees. The proposed amendments must be placed on the agenda of the next General Meeting. A two thirds majority vote at a quorate General Meeting is required to make a change to the Articles.
- 127 These Articles may be amended at any General Meeting of the Union, provided that members are notified in writing of a proposed amendment at least 14 clear days before the General Meeting.
- 128 A General Meeting by way of a simple majority vote may submit the proposed Articles to an online cross-campus ballot.
- 129 Any amendment shall be ratified by the University Court.
- 130 No amendments to these Articles shall conflict with the Unions charitable status without notification to OSCR.
- 131 Save where the amendment to the Articles is a non-material amendment (such as a change to the Bye Laws altering numbers and headings) the Articles must be submitted for approval as described in the Articles.

AGM

- 132 The AGM shall have the authority to:

132.1 represent the voice of its members as prescribed in these Articles and the Bye Laws;

132.2 set the Policy of the Union by way of motions debate and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);

132.3 make, repeal and amend the Bye-Laws jointly with the Trustees

132.4 receive a report from the Trustees; and

132.5 appoint associate members in accordance with the Bye-Laws.

133 The composition and proceedings of the AGM shall be set out in Schedule 2. No Member may hold more than one seat on the Executive Committee at any one time.

Indemnity

134 Every Trustee or other officer or auditor of the Union shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Union against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Union.

135 The Union shall be entitled to purchase and maintain for any Trustee insurance against any loss or liability which any Trustee or other officer of the Union may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a Trustee).

SCHEDULE 1 – DEFINITIONS AND INTERPRETATION

“Academic Year”	the period between September in one Year to August in the next Year determined by the Union as the period during which Students are required to be registered with Heriot-Watt University. Each Academic Year is for the time being divided into two semesters;
“Alumni Trustee”	a Trustee appointed in accordance with Article 75 who must have graduated from Heriot- Watt University for a period of at least five years and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education
“Appointments Committee”	the committee set up in accordance with this Articles [that will include the President, Chair or Deputy Chair of the Trustee Board, one Ordinary member and the University Deputy Secretary];
Articles	The Articles of Association as prescribed in this document and relating to the governance of the Union;
“Board of Trustees” or “Board”	the board of Trustees of the Union;
“Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 15-17;
“Chair”	the chair of the Board of Trustees, who shall be appointed in accordance with the Articles;
“Chief Executive”	the chief executive of the union who is appointed by the Board of Trustees;
“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Code of Practice”	the code of practice relating to Heriot-Watt University’s obligations under Section 22 of the Education Act;
“Connected Person”	any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any Union or LLP or firm of which a Trustee is a paid Trustee, member, partner or employee, or shareholder holding more than 1% of the capital;
“Education Act”	the Education Act 1994;
“the Executive Committee”	means the elected officer who are members of the executive committee as prescribed in the Bye-Laws
“External Trustee”	a Trustee appointed in accordance with the Articles who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act;
“in writing”	means written, printed or transmitted writing including by electronic communication;
“Members”	members of the Union being Students at Heriot-Watt University and the Officer Trustees;
“NUS”	National Union of Students;
“Office”	the head office of the Union;

“Officer Trustee”	a Trustee elected in accordance with Article 66-70;
“Part-Time Officers”	the Members elected to be officers of the Union while continuing their studies at Heriot- Watt University;
“Personal Interest”	a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society);
“Policy”	representative and campaigning policy set by Referenda or the Executive Committee;
“President”	the president of the Union, as elected by the Members in accordance with the Bye-Laws;
“RAG”	the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;
“Referendum”	a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;
“Secure Petition”	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
“Student”	any individual who is formally registered for an approved programme of study provided by Heriot-Watt University. For the avoidance of doubt, Heriot-Watt University shall determine whether or not an individual has student status;
“Student Council”	the Student body elected by and from Students constituted in accordance with this Articles and the Bye-Laws of the Union;

“Student Trustee”	a Trustee elected in accordance with Article 71-74 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder;
“Subsidiary Union”	any Union in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the Union;
“Trustee” and “Trustees”	the Officer Trustees, the Student Trustees, the Alumni Trustee, the External Trustees and the University appointed Trustee ;
UK Union Zone	A Zone that relates to UK campus students only. International campus students can not vote or influence UK Union Policy in these Zones.
“Union”	Heriot-Watt University Student Union
“Heriot-Watt University”	Heriot-Watt University, a higher education institution incorporated by Royal Charter and Scottish Registered Charity (with Charity Number SC000278)

SCHEDULE 2 – General Meetings

1. General

- 1.1. This Schedule applies to all Annual General Meetings, General Meetings, Emergency General Meetings and Committee Meetings. Meetings (“the meetings”) shall proceed in accordance with this Schedule of the Articles.
- 1.2. Where possible, a member of staff of the Student Union shall take minutes and file policies & other related documents from all meetings and make them available to all members of

the Student Union by posting them on the Union's website.

2. Agenda

2.1. The business of the meetings shall be taken in the following order:

- 2.1.1. Attendance;
- 2.1.2. Matters Arising From Previous Minutes;
- 2.1.3. Adoption of Minutes from previous meetings as a true and accurate record of what happened and, thereby, policy of the Union;
- 2.1.4. Notice of Addition of Any other Competent Business;
- 2.1.5. Challenges to the Order of the Paper;
- 2.1.6. Resignations and Elections;
- 2.1.7. Affiliations to external organisations
- 2.1.8. Dates to Note;
- 2.1.9. Reports;
- 2.1.10. Motions;
- 2.1.11. Date of Next Meeting.

3. The Chair

- 3.1. The Chair of the meeting shall be responsible for the good conduct of the meeting and work in association with the member of Union staff responsible for that meeting to ensure Minutes are taken.
- 3.2. The Chair of the Annual General Meeting, General Meeting and the Executive Committee shall be the President of the Student Union or their nominated representative.
- 3.3. The Chair shall be the sole interpreter of Schedules and, as such, shall forfeit their vote unless a vote is tied in which event the Chair shall have a casting vote.
- 3.4. In the absence of the Chair or the Chair's resignation, the members attending of the meeting shall elect a temporary or new Chair from within its membership by vote of a simple majority.
- 3.5. A Vote of No Confidence in the Chair can be lodged at any time during a meeting. Under those circumstances the Chair shall hand over the role of Chair to a member of the meeting appointed by way of a vote. The proposer of the Vote of No Confidence shall state their case, the person who has vacated the Chair shall reply and the matter will be put straight

to a vote.

- 3.6. In the event of it being carried that person shall not resume the Chair during the meeting. A replacement Chair shall be appointed by a vote of the members of the meeting before the next tabled item of business is discussed.
- 3.7. A Challenge to the Chair's ruling can be lodged at any time during a meeting. Under those circumstances the Chair shall hand the Chair to a member of the meeting appointed by way of a vote. The proposer shall state their case and propose an alternative ruling, the person who has vacated the Chair shall reply and the matter will be put straight to a vote. In the event of the challenge being carried the Chair's ruling will be overturned and the proposer's ruling put in its place.
- 3.8. Neither a Vote of No Confidence nor a Challenge to the Chair can be made against the Chair deciding the outcome of a tied vote.

4. Attendance

- 4.1. All Ordinary Members of the Student Union as defined in the Articles shall have the right to attend all meeting of the Student Union as observers and shall have the right to speak at all meetings of the Student Union but will not be permitted to attend a meeting when any item of Confidential Business is being dealt with.

5. Speaking

- 5.1. Persons wishing to speak shall seek recognition from the Chair. The Chair shall decide right of priority of those wishing to speak.
- 5.2. No person, having been recognised by the Chair to speak may be prevented from speaking by any act of intimidation or other action by any person present. The Chair shall have the right to remove any person who prevents another person recognised by the Chair from speaking.
- 5.3. No person shall talk for a period of more than five minutes except with the express permission of the Chair.
- 5.4. No person present at a meeting may breach the Equal Opportunities Policy of the Union, nor use offensive or abusive language. In the event of a member so doing the Chair shall ask that person to withdraw the remark. If that person fails to comply with this request

they shall be obliged to withdraw from the meeting and, at the discretion of the Chair, may be referred to the Disciplinary Committee as laid out in [Bye-Law 9](#).

6. Voting

- 6.1. Each member of the Committee shall have a single vote. In the event of a vote being tied, the Chair will have a casting and final vote.
- 6.2. Only votes taken at a quorate meeting shall be binding. Quoracy for each meeting shall be as laid out in the Articles. If a meeting is inquorate, the meeting may decide to vote on an issue, in principle, but the effect of any such vote shall not come into force unless and until it is ratified by a quorate vote.
- 6.3. Voting shall, ordinarily, be by a show of hands. During a General Meeting or Annual General Meeting however voting shall be by show of Matriculation Card.
- 6.4. A vote shall pass by a simple majority unless stated differently in the Articles and Schedules. In the event of a tie the Chairperson of the meeting shall not be entitled to a casting vote.
- 6.5. At any time during an item of business, but before a vote has been opened, a member may request a recorded vote. The Chair shall hold a vote, by show of hands, as to whether or not the Meeting wishes the vote to be recorded. This shall be decided by a simple majority and shall only last for the item of business that it was called for.
- 6.6. At any time during an item of business, but before a vote has been opened, a member may request a closed vote by secret ballot. The Chair shall hold a vote, by show of hands, as to whether or not the Meeting wishes the vote to be by secret ballot. This shall be decided by a simple majority and shall only last for the item of business that it was called for.
- 6.7. Only those present may vote and no vote shall be counted on behalf of any member not present.

7. Submission of Business

- 7.1. Any member of the meeting as defined in the Articles can submit business to the agenda.
- 7.2. All items of business must be submitted in accordance with deadlines set out in the Articles.

- 7.3. All items of business will be submitted, where possible, electronically, via email to the Union President. If this is not possible, business must be submitted, in writing to the Union President.
- 7.4. Other than as specified in paragraph [7.3] of this Schedule, only business accepted by the Chair as 'Any Other Competent Business' at the time of the meeting will be accepted.

8. Minutes

- 8.1. Minutes of Annual General Meetings, General Meetings, Emergency General Meetings and Committee Meetings shall be taken. These Minutes shall be filed as a true and accurate record and made available to all members of the Student Union via the Union's website.
- 8.2. In the interests of transparency, Minutes should reflect the opinions stated by members of the meeting and any others in attendance.
- 8.3. So that full accountability can be maintained, Minutes should provide actions points arising from discussion in meetings and show the party or parties to whom responsibility has been delegated.

9. Ratification of Minutes

- 9.1. The minutes of the previous meeting shall be sent out to meeting members and made available to all members of the Student Union no later than five working days prior to the next meeting.
- 9.2. The minutes of the previous meeting shall be put to the members of the meeting and be ratified by the Chair unless any objection is made.
- 9.3. If any objection is raised, the person who made the objection shall propose an amendment and speak in favour of it. The speech against shall be open to the floor. If no one speaks against the amendment it will then be put to a vote and will pass by way of a simple majority. If the amendment passes, the amendment shall replace the error in the minutes after which the Chair shall ratify the minutes.

10. Affiliations

- 10.1 Affiliation to new external bodies taken by the Executive Committee under Clause [15.1] of the Articles shall be presented for approval by a simple majority vote.
- 10.2 Affiliation to new external bodies with fees of over £250 and all ongoing affiliations shall be approved by a simple majority vote. Members wishing to challenge the affiliation to an external organisation shall submit a Motion to debate the decision under the rules of this Schedule.

11. General Meeting Motions

- 11.1. Any Ordinary Member (as defined in the Articles of the Union) may propose a motion for discussion and decision at a General Meeting.
- 11.2. All motions must be submitted in accordance with paragraphs [7.2], [7.3] and [7.4] of this Schedule and have a proposer and seconder.
- 11.3. The proposer shall move the motion at the General Meeting. Thereafter, it shall be open for discussion and decision.
- 11.4. The seconder of any motion shall have the right to sum up on the debate immediately before the vote is taken.
- 11.5. In the absence of the proposer at the meeting the seconder shall move the motion and sum up on the debate.
- 11.6. In the absence of the seconder at the meeting, the proposer shall move the motion and sum up on the debate.
- 11.7. There shall be no new information or points of information during a summing up speech.
- 11.8. In the absence of any discussion, the Chair shall ask if there are any further speeches and if not, shall put the motion to the vote
- 11.9. In the absence of both the proposer and the seconder the Motion shall be put to the floor for any two members present to take up the positions of proposer and seconder. The Chair shall then put to a vote whether the motion should be tabled by the members who put themselves forward or tabled at the next meeting.

12. General Meeting Motion Amendments

- 12.1. Any amendments to motions must be submitted by 5pm, three University teaching days prior to the meeting taking place.
- 12.2. There shall only be one motion or amendment before the meeting at any one time. The first amendment of a motion shall be proposed immediately after the motion has been proposed.
- 12.3. The proposer of the amendment shall have the right to sum up before a vote is taken on it.
- 12.4. In the event of any amendment being carried which was not accepted by the proposer of the original motion, the amended motion shall become the substantive motion and the proposer of the amendment shall become the holder of the substantive motion. If the proposer of the original motion accepts the amendment, the amendment will be incorporated into the substantive motion and the next amendment is debated. In this case the motion as amended remains in the hands of the original proposer.
- 12.5. A member of the meeting may also request under “Any Other Competent Business” that an amendment be put forward during the meeting at the Chair’s discretion.
- 12.6. When all amendments have been voted upon, the substantive motion as may be amended shall be debated.

13. General Meeting Procedural Motions

13.1. The following procedural motions may be put:

- 13.1.1. That the motion be now put;
- 13.1.2. That any Standing Order or any part of one may be suspended as provided for below;
- 13.1.3. That the meeting be temporarily adjourned for a specific time;
- 13.1.4. That the motion be remitted to the appropriate Union Committee;
- 13.1.5. That the motion be referred back for investigation or re-examination;
- 13.1.6. That the meeting be closed;
- 13.1.7. That the meeting be closed at a specific time;
- 13.1.8. That the motion be voted on in parts.

13.2. Procedural motions shall have a proposer.

13.3. Procedural motions shall be debated in the order of priority listed in 13.1 of this Schedule.

13.4. All procedural motions may only be moved by members called to speak by the Chair.

13.5. If any other procedural motions are put, the proposer shall state their case, there shall be one speech against followed by a vote.

13.6. If procedural motion [12.1.1] or [12.1.5] is put and either procedural motion is carried, the mover of the motion under discussion shall sum-up immediately and a vote taken.

13.7. There shall be no recorded votes on procedural motions.

14. General Rules

14.1. Points of Order may be raised by any member. They must be framed as a question to the Chair and relate to the conduct of the meeting. Points of Order may not be raised during a speech by any member. They take precedence over any other business and there shall be no discussion concerning any Point of Order raised.

14.2. Motions shall require simple majority except where otherwise specified in the Articles or Schedules.

14.3. Any suspension of any Standing Order shall be without notice and be carried by a two-thirds majority of a meeting

14.4. Specify the business for which suspension is desired.

14.5. Apply for the duration of the matter under discussion only and the Standing Order shall regain effect at the close of any such business without further discussion.