

*Approved by the College Council on 22 March 2007¹,
with effect from 2008-09*

**ARTICLES OF GOVERNANCE
OF
GOLDSMITHS' STUDENTS' UNION
(AN UNINCORPORATED ASSOCIATION)**

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¹ As amended by Chair's action, on the advice of the Charities Commission, as reported in the Secretary's Note on Minute 7 of that meeting.

(Draft: 18 October 2009)

ARTICLES OF GOVERNANCE

of

GOLDSMITHS' STUDENTS' UNION

Preamble

1. Goldsmiths' Students' Union is devoted to the educational interests and welfare of its Members. These Articles of Governance have been structured to give the Trustees reasonable authority to manage the affairs of the Union in a business like manner to ensure that the Union complies with charity law and other legal requirements. Members enjoy the right to elect the majority of the Trustees and to dismiss all the Trustees. The Student Assembly is responsible for the political and campaigning side of the Union's activities subject to the powers of the Trustees as set out in Article 4.17.
2. When acting to further its powers and in accordance with its objects, the Union shall not discriminate on the grounds of age, gender, race, colour, parental status, class, religion or belief, ethnic or national origins, creed, sexuality, nationality, size, socio-economic background, disability or medical condition, except that positive action may be taken to aid any disadvantaged section of society.
3. The Union shall not affiliate to any political party or religious organisation.
4. Definitions

In these Articles of Governance the following terms shall have the following meanings:-

	Term	Meaning
4.1	"Academic Year"	the period between 1 August in one Year to 31 July in the next Year determined by the Union as the period during which Students are required to be registered with Goldsmiths' College. Each Academic Year is for the time being divided into three terms;
4.2	"Articles"	these Articles of Governance of the Union;
4.3	"Board of Trustees"	the board of the Trustees;
4.4	"Bye-Laws"	the bye-laws made from time to time in accordance with Article 62;
4.5	"Chief Executive"	the Chief Executive of the Union;
4.6	"clear days"	in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;
4.7	"College Council"	the Council of Goldsmiths' College;
4.8	"Co-opted Trustee"	a Trustee appointed in accordance with Articles 52-54 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

4.9	“Code of Practice”	the Code of Practice relating to the obligations of Goldsmiths’ College under section 22 Education Act 1994;
4.10	“Education Act”	the Education Act 1994;
4.11	“Goldsmiths’ College”	Goldsmiths’ College (which is part of the University of London), as incorporated by Royal Charter since 1 January 1990;
4.12	“Honorary Treasurer”	the Co-opted Trustee appointed to the office of Honorary Treasurer;
4.13	“in writing”	means written, printed or transmitted writing including by electronic communication;
4.14	“Members”	Members of the Union in accordance with those Articles being Students at Goldsmiths’ College and/or Sabbatical Trustees;
4.15	“Office”	the head office of the Union;
4.16	“Policy”	Political policy set by Referenda or Student Assembly in accordance with Articles 105.1 and 113.5. Political policy is only subject to the authority of the Board of Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Union.
4.17	“President”	the Sabbatical Trustee elected to the Office of President of the Union;
4.18	“Referenda”	a vote that all members of the Union are entitled to cast;
4.19	“Returning Officer”	the person appointed by the Student Assembly to be responsible for the good conduct and administration of all elections of Elected Trustees;
4.20	“Sabbatical Trustee”	a Trustee appointed in accordance with Articles 43-49;
4.21	“Secure Petition”	fixed in a pre-arranged place or held securely on-line;
4.22	“Student”	any individual who is formally registered for an approved programme of study provided by Goldsmiths’ College;
4.23	“Student Assembly”	the Student body elected by and from Students constituted in accordance with these Articles of Governance and the Bye-Laws of the Union known as “the Student Assembly”;
4.24	“Student Assembly Chair”	the Chair of the Student Assembly, elected in accordance with these Articles and Bye-Laws of the Union from time to time;
4.25	“Student Trustee”	a Trustee appointed in accordance with Articles 50 and 51 who is a Student 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 Act;
4.26	“the Union”	Goldsmiths’ Students’ Union or GSU;
4.27	“Trustee and Trustees”	the Sabbatical Trustees, the Student Trustees and the Co-opted Trustees;
4.28	“Trustee Chair”	the Chair of the Trustees, being the President of the Union, or such other Sabbatical Trustee appointed to this office in accordance with

		these Articles;
4.29	“Year”	a calendar year.

5. References to legislation shall (except where the context otherwise requires) be read as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.

The Union

6. There shall be a Students’ Union in the name of Goldsmiths’ Students’ Union (“the Union”).

Charitable Objects

7. The Union’s charitable objects are the advancement of education of Students at Goldsmiths’ College’ for the public benefit by:-
- 7.1 providing opportunities for the expression of Student opinion and actively representing the interest of Students;
- 7.2 acting as a channel of communication in dealing with Goldsmiths’ College and other external bodies;
- 7.3 promoting the welfare of Students at Goldsmiths’ College;
- 7.4 facilitating the social, recreational and educational interests of its Membership, through providing services and support for its Members; and
- 7.5 working with other Students’ Unions and affiliated bodies.

Powers

8. To further its objects, but not otherwise, the Union may:
- 8.1 provide services and facilities (including licensed facilities) for Members;
- 8.2 establish, support, promote and operate a network of student activities for Members;
- 8.3 Alone or with other organisations:
- 8.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies
- 8.3.2 seek to influence public opinion; and
- 8.3.3 make representations to and seek to influence governmental and other bodies and institutions;
- provided that all such activities are conducted on the basis of well-founded, reasoned argument and shall be confined to those which an English charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
- 8.4 write, make, commission, print, publish or distribute materials, or assist in these activities;

- 8.5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 8.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 8.7 provide or appoint others to provide guidance, representation and advocacy;
- 8.8 purchase lease, hire or receive property including land, buildings and equipment and equip it for use;
- 8.9 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law);
- 8.10 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law);
- 8.11 raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable trading activities in raising funds;
- 8.12 trade in the course of carrying out any of its objects;
- 8.13 incorporate wholly owned subsidiary companies to carry on any taxable trade;
- 8.14 subject to clause 9 employ and pay employees and professionals or other advisors;
- 8.15 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;
- 8.16 set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies);
- 8.17 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 8.18 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 8.19 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 8.19.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 8.19.2 every transaction is reported promptly to the Trustees;
 - 8.19.3 the performance of the investment is reviewed regularly by the Trustees;
 - 8.19.4 the Trustees are entitled to cancel the delegation at any time;
 - 8.19.5 the investment policy and the delegation arrangements are reviewed at least once a year;

- 8.19.6 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
- 8.19.7 the financial expert may not do anything outside the powers of the Trustees;
- 8.20 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 England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 8.21 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 company;
- 8.22 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;
- 8.23 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects;
- 8.24 subject to the prior approval of College Council incorporate and transfer all its assets and liabilities to a limited liability legal entity (including but not limited to a company limited by guarantee or a charitable incorporated organisation (CIO));
- 8.25 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 any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Union; and
- 8.26 do all such other lawful things as shall further the Union's objects.
9. The income and property of the Union shall be applied solely towards the promotion of its charitable objects. No part shall be paid or transferred directly or indirectly to Members of the Union except for payment in good faith of:-
- 9.1 any payment made to any beneficiary of the Union (including a Member);
- 9.2 reasonable and proper remuneration to any person for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Union;
- 9.3 interest on money lent to the Union at a reasonable and proper rate;
- 9.4 any reasonable and proper rent for premises let to the Union;
- 9.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a Member of his or her immediate family holds not more than one per cent of the capital;

- 9.6 reasonable and proper out-of-pocket expenses of Trustees;
- 9.7 reasonable and proper premiums in respect of indemnity insurance in accordance with Article 8.25 of the Articles of Governance;
- 9.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the Members of the Union or of the Trustee benefit under this provision and provided that any such Member or Trustee shall withdraw from any meeting at which his or her appointment or payment or that of his or her partner is under discussion; and
- 9.9 reasonable and proper payment to any Sabbatical Trustee to be remunerated by the Union from time to time but:
 - 9.9.1 only if the procedure described in Article 101 of the Articles of Governance is followed in relation to the Sabbatical Trustees; and
 - 9.9.2 provided that this provision may not apply to more than four Sabbatical Trustees in any financial year at any one time; and
 - 9.9.3 subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).
10. These Articles of Governance may not be altered and/or amended by the Union without the written approval of College Council (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained.

Transfer to CLG or CIO and Winding Up

11. The following applies to the transfer of the Union's undertaking to a CLG or CIO and winding up.
 - 11.1 The Trustees pursuant to Article 8.24 and prior approval of College Council can transfer the assets and liabilities of the Union to a company limited by guarantee or a Charitable Incorporated Organisation where the constitution is as similar as possible to these Articles allowing for variations necessitated by the different legal structure. Following the transfer the Trustees may resolve to wind up the unincorporated association.
 - 11.2 If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among Members of the Union. It shall instead be given or transferred to Goldsmiths' College, or if Goldsmiths' College has ceased to exist some other charitable institution(s) having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as these Articles of Governance impose upon the Union. The institution or institutions which are to benefit if Goldsmiths' College has ceased to exist shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

Membership

12. The Members of the Union shall be as follows:

- 12.1 each and every Student who has not opted out by notifying Goldsmiths' College of his or her wish not to be a Member of the Union; and
- 12.2 the Sabbatical Trustees of the Union.
13. A Member shall automatically cease to be a Member of the Union when he or she ceases to be a Student or subsequently opts out of Membership by giving written notice to Goldsmiths' College in accordance with the Bye-Laws and/or when he or she ceases to be a Sabbatical Trustee.
14. Members' details shall be entered in the Register of Members. Membership shall not be transferable and shall cease on death. The contents of the Register shall be confidential to the officers and staff of the Union, except where a particular Member has given written permission for his/her information to be made public, or transmitted to another person or organisation, in which case the Registrar and Secretary and the Data Protection Officer of Goldsmiths' College shall receive a copy of the written permission concerned and the information concerned.
15. A Member shall cease to be a Member:-
 - 15.1 if he or she opts out in accordance with Article 13;
 - 15.2 automatically on ceasing to be a Student.

Life Members

16. Former Members of the Union may become Life Members of the Union. The Trustees shall determine the form of application for Life Membership from time to time and Life Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Life Members shall not be Members for the purposes of the Articles of Governance and shall not be entitled to vote on any matter.

Associate Members

17. The Trustees may admit and remove Associate Members.
18. The following persons may be admitted as Associate Members, as the Trustees think fit:-
 - 18.1 union employees;
 - 18.2 Goldsmiths' College employees;
 - 18.3 alumni of Goldsmiths' College;
 - 18.4 past Members of the Union; and
 - 18.5 such persons as the Trustees consider to be friends of the Union.
19. An application for Associate Membership shall be in such form as the Trustees determine. Associate Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Associate Members shall not be Members of the Union for the purpose of these Articles and shall not be entitled to vote on any matter.

Reciprocal Members

20. The Trustees may grant reciprocal Membership to such Members of other unions as the Trustees think fit. Such reciprocal Members shall have the same rights as Associate Members and shall not be considered Members of the Union for the purposes of these Articles and shall not be entitled to vote on any matter.

Honorary Life Members

21. In accordance with Article 105.5 and the Bye-Laws the Student Assembly may elect and remove Honorary Life Members of the Union. These shall be such persons as the Student Assembly considers to be fit.
22. An Application for Honorary Life Membership shall be made in the form to be determined by the Student Assembly from time to time and Honorary Life Membership shall be subject to such rights and obligations as the Student Assembly consider appropriate.
23. Such Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter.

Patron

24. The Student Assembly may by a resolution of those present and voting appoint and remove any person as a patron of the Union and on such terms as it shall think fit, subject to ratification by the Trustees at the Board Meeting following such appointment or removal.
25. A patron shall have the right to be given notice of, to attend and speak (but not vote) at the Annual General Meeting of the Union as if a Member and shall also have the right to receive accounts of the Union when available to Members.

Annual General Meetings

Annual General Meeting

26. The Union shall hold an annual general meeting once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. The Annual General Meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.

Length of Notice

27. Annual General Meetings shall be called by at least 14 clear days' written notice.

Contents of Notice

28. Every notice calling an Annual General Meeting shall specify the place, day and time of the meeting and the general nature of the business to be dealt with. This business shall include:-
 - 28.1 receiving the Accounts;
 - 28.2 receiving the Trustees' Report;

28.3 appointment of the Auditors (if relevant); and

28.4 open questions to Trustees.

Service of Notice

29. Notice of Annual General Meetings shall be given to every Member and to the Trustees and any patron of the Union.

Proceedings at General Meetings

30. No business shall be dealt with at any Annual General Meeting unless there is a quorum of at least three percent of the total Membership entitled to vote upon the business.

31. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall count as a quorum.

32. The Student Assembly Chair or in his or her absence the Union President shall chair the meeting, but if neither the Student Assembly Chair nor the Union President is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of the Sabbatical Trustees to be chair and, if there is only one Sabbatical Trustee present and willing to act, he or she shall be chair.

33. If no Sabbatical Trustee is willing to act as chair, or if no Sabbatical Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.

34. A Trustee may, even if not a Member, attend and speak at any general meeting.

35. The chair may, with the consent of a 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 dealt with at an adjourned meeting other than the business which might properly have been dealt with at the original meeting. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

36. A resolution voted on at a general meeting shall be decided on a show of hands.

Votes of Members at Annual General Meetings

37. On a show of hands every Member shall have one vote.

38. No Member may vote on any matter in which he or she is personally interested, (whether financially or otherwise), or debate on such a matter without the permission of the majority of the Members present in person at the meeting. This permission will be given or withheld without discussion. The procedures for voting at Annual General Meetings shall be further set out in the Bye-Laws of the Union, as amended from time to time.

Amendments to the Constitution

39. The Trustees and Goldsmiths' College shall review the constitution every three years, with effect from the date that these Articles of Governance come into effect.
40. Any vote to amend the Articles of Governance shall require the following:
 - 40.1 the approval of a 75% majority of the Members of the Union voting by referenda provided that at least 5% of the total Membership entitled to vote upon the amendments vote on the referendum; and
 - 40.2 the approval of College Council.

Trustees

Appointment of Trustees

41. The charity trustees of the Union ("the Trustees") shall be made up of the following persons:-
 - 41.1 Not more than four Sabbatical Trustees appointed in accordance with Articles 43-49;
 - 41.2 Not more than four Student Trustees appointed in accordance with Articles 50 and 51;
 - 41.3 Not more than four Co-opted Trustees appointed in accordance with Articles 52-54.
42. Prior to his or her appointment, each Trustee must sign a declaration confirming that he or she understands the duties imposed on charity trustees and is willing to act as a trustee of the Union.

Sabbatical Trustees

43. Four Sabbatical Trustees shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Bye-Laws and shall remain in office for a term of usually twelve months, as specified in 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 year-end. At the same time as commencing the term of office as trustee the Sabbatical Trustee will enter into a contract of employment with the Student Union for a term to be determined by these Articles.
44. One Sabbatical Trustee shall be elected to the post of Union President. The remaining Sabbatical Trustees shall be elected to such full-time posts as are specified in the Bye-laws of the Union from time to time.
45. Subject to the transitional changes in the term of office as set out in Article 43:-
 - 45.1 Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the Members of the Union at an election to be held in accordance with the Bye-Laws; and
 - 45.2 The maximum total term that a Sabbatical Trustee may serve is twenty four months.
46. Each Sabbatical Trustee must be a Member of the Union at the time of his or her election.
47. The Sabbatical Trustees shall be deemed to be "major union office holders" for the purposes of section 22 of the Education Act 1994.

48. A Sabbatical Trustee shall become a Member of the Union for a term of one year on the commencement of his or her appointment or re-appointment as Sabbatical Trustee.
49. The duties and payment of each Sabbatical Trustee shall be as set out in the Bye-Laws (as amended from time to time).

Student Trustees

50. Four Student 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 and shall remain in office for a term of usually twelve months as specified in 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 year-end.
51. Student Trustees may be re-elected for a further non-renewable terms of usually one year. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. The maximum total term that a Student Trustee may serve is eight years.

Appointment of Co-opted Trustees

52. The Trustees shall co-opt by a simple majority of those present and voting up to four such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees. Unless their appointment is terminated in accordance with Article 91, Co-opted Trustees shall remain in office for terms of up to 4 years calculated from the date of appointment.
53. At the end of their term of office Co-opted Trustees shall be eligible for reappointment by a simple majority of those trustees present and voting for further terms of up to 4 years, but shall not be eligible for reappointment once they have served a maximum aggregate term of 8 years.
54. In exercising their powers under Articles 52 and 53 the Trustees shall have regard to recommendations made by an Appointments Committee constituted under the Bye-Laws.

Powers and Duties of the Board of Trustees

55. The Board shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, these Articles of Governance and the Bye-laws) may exercise all the powers of the Union. No alteration of these Articles of Governance or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
56. The Board's powers under Article 55 shall include but not be limited to ultimate responsibility for:-
 - 56.1 the governance of the Union;
 - 56.2 the budget of the Union; and
 - 56.3 setting the strategy and direction of the Union.
57. Decisions not made by the Board are subject to the authority of the Board on the following grounds only:
 - 57.1 financial considerations;
 - 57.2 charity law or other legal requirements (including ultra vires); and

- 57.3 reputational requirements;
58. The Board shall provide the Student Assembly with a regular update of its meetings and decisions (and at least four such updates a year) either orally or in writing.
59. The Board shall recognise such clubs and societies of Goldsmiths' College as meet the requirements and rules outlined in the Bye-Laws and as do not contravene the Union's charitable objects.
60. The Trustees may appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.
61. No person may be appointed as a Trustee in circumstances that, had he or she already been a Trustee, he or she would have been disqualified from acting.

Bye-Laws

62. The Trustees shall have the power from time to time to make, repeal or alter Bye-Laws as to: the management of the Union and its affairs; the duties of any officers or employees of the Union; the financial procedures of the Union; the conduct of business by the Trustees, the Student Assembly, any committee; and any matters or things within the powers or under the control of the Trustees, provided that such Bye-Laws shall:
- 62.1 not be inconsistent with the Articles of Governance;
- 62.2 be consistent with Union strategy;
- 62.3 be subject to consultation with the Members of the Union. No such Bye-Law shall be valid until such a consultation exercise has taken place and the Trustees have considered comments and suggestions from Members arising out of the consultation exercise; and
- 62.4 be subject to written approval of the Student Assembly (such approval not to be unreasonably withheld or delayed) and no such Bye-Laws shall be valid until such approval has been obtained.
- 62.5 be subject to consultation with the member of the Senior Management Team of Goldsmiths' College primarily responsible for liaison with the Union, or his or her designated representative, who will have a right of veto in relation to the College's responsibilities under the Education Act. This right of veto shall include guidance and strategy documents affected by the Education Act.

Delegation of Trustees' Powers

63. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:-
- 63.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);and
- 63.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and

- 63.3 the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary; and
- 63.4 all delegations shall be revocable at any time; and
- 63.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- 64. The meetings and proceedings of any committee shall be governed by the provisions of the Articles of Governance and the Bye-Laws regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not inconsistent with any regulations made by the Trustees).

Finance Committee

- 65. The Trustees shall establish a Finance Committee.
- 66. The Finance Committee shall be made up of the following persons:
 - 66.1 the Honorary Treasurer;
 - 66.2 the President;
 - 66.3 at least one other Trustee.
- 67. The Honorary Treasurer will be the chair of the Finance Committee unless another Trustee is appointed as chair by a resolution of the Trustees. The Trustees may at any time remove the chair from office.
- 68. The Trustees may by a resolution of those present and voting invite the Chief Executive of the Union to attend and speak (but not vote) at meetings of the Finance Committee.
- 69. The Trustees may by a resolution of those present and voting appoint any person willing to so act as an External Advisor to the Finance Committee. External Advisors may attend and speak (but not vote) at meetings of the Finance Committee.
- 70. Subject to Article 70.2, the Trustees may delegate all financial matters to the Finance Committee, including:
 - 70.1 all matters relating to the remuneration of employees of the Union; and
 - 70.2 the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that the Finance Committee shall not incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

Expenses of Trustees

71. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Union or otherwise in connection with the discharge of their duties.

Chairman and Honorary Officers

72. The President will be the Trustee Chair. The Sabbatical Trustees and the Student Trustees may at any time remove the Trustee Chair from the office of Trustee Chair.
73. The Trustees may appoint a Vice-Chair of the Trustees and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

Honorary Treasurer

74. The Trustees shall appoint a Co-opted Trustee to be Honorary Treasurer and may at any time remove him or her from office.
75. The Honorary Treasurer shall be responsible for the following:
- 75.1 chairing the Finance Committee;
- 75.2 acting as advisor to the President; and
- 75.3 such other duties as are set out in the Bye-Laws of the Union from time to time.

Proceedings of Trustees

76. Subject to the provisions of these Articles of Governance and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.
77. Four Trustees may, and the Chief Executive at the request of four Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be deemed invalid due to any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
78. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Trustee Chair shall have a second or casting vote.
79. No business may be dealt with at a meeting of the Trustees unless at least six Trustees are present comprising of, so far as is practicable, having regard to any vacancies on the Board of Trustees, a majority of Sabbatical Trustees and Student Trustees over the number of Co-opted Trustees.
80. The Trustees or a sole Trustee may continue to act despite any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of arranging an election but for no other purpose.

81. Unless he or she is unwilling to do so, the Trustee Chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint another Trustee to chair the meeting.
82. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee (apart from the selection or election procedure) or that any of them were disqualified from holding office, or had vacated office, or were 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 and had been entitled to vote.
83. A meeting of the Trustees may be held either in person or by teleconference or by other suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.
84. The Trustees shall invite the Chief Executive of the Union to attend and speak at meetings of the Board of Trustees. The Chief Executive shall not be entitled to vote or count in the quorum upon any business dealt with at such meetings.
85. The Trustees shall hold a minimum of four meetings in any Academic Year.

Written and Email approval of resolutions

86. A resolution in writing signed by all the Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
87. A Trustees' resolution which is approved in whole or in part by email shall be as valid and effectual as if it had been passed at a meeting of the Trustees, provided the following conditions are complied with:
 - 87.1 Such a resolution must be approved by email by all of the Trustees, except for any Trustee who has signed a resolution in writing in like form or who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present (whether as a result of a conflict of interest or otherwise);
 - 87.2 If as a result of Article 87.1 approval of a resolution is not received from any Trustees who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present, it must be received from at least as many Trustees as would have been needed to form a quorum if the resolution had been put to a meeting;
 - 87.3 Notice of all proposed resolutions must be given to all of the Trustees;
 - 87.4 Approval from each Trustee entitled to give his or her approval must be received by such person as all the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
 - 87.5 Approval from a Trustee by e-mail must be sent from an email address previously notified by that Trustee by post, fax or in person to the Chief Executive as intended for use by that Trustee for the purpose of sending such email confirmations;

87.6 Following receipt of a response on any resolution from each of the Trustees entitled to give his or her approval, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with the terms of this Article 87;

87.7 The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

Disqualification and Removal of Trustees

88. The office of a trustee shall be vacated if:-

88.1 he or she becomes prohibited by law from being a charity trustee;

88.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

88.3 he or she is or may be suffering from mental ill health and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result the Union is put at risk;

88.4 he or she resigns his or her office by notice to the Union (but only if at least two trustees will remain in office when the notice of resignation is to take effect; and

88.5 he or she is absent from two consecutive meetings of the trustees without good cause.

88.6 he or she is removed from office under Articles 89-97.

Removal of Sabbatical Trustees

89. The office of a Sabbatical Trustee shall be vacated if:

89.1 A secure petition for a motion of no confidence in the Sabbatical Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Bye-Laws requiring a simple two-thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Sabbatical Trustee from office; or

89.2 He or she is removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a Trustee or as a Sabbatical, in accordance with the Bye-laws. For the avoidance of doubt, Co-opted Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be 5 made up of Sabbatical and Student Trustees and the quorum in Article 79 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have, provided that the Trustee Chair was entitled to a first vote on the matter.

90. Subject to Articles 93-97, a Trustee removed under Article 89.1 or 89.2 shall be removed both from his or her remunerated sabbatical position within the Union and as a Sabbatical Trustee of the Union.

Removal of Co-opted Trustees

91. The office of Co-opted Trustee shall be vacated if:-

91.1 A secure petition for a motion of no confidence in the Co-opted Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the

Bye-Laws, requiring a simple two thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Co-opted Trustee from Office; or

- 91.2 He or she is removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Union in accordance with the Bye-laws. Such a resolution will be passed by a simple majority of the Trustees. The Co-opted Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Removal of Student Trustees

92. The office of a Student Trustee shall be vacated if:
- 92.1 A secure petition for a motion of no confidence in the Student Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by a referendum in accordance with the Bye-Laws requiring a simple two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Student Trustee from office; or
- 92.2 He or she is removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a Trustee or as a Sabbatical, in accordance with the Bye-laws. For the avoidance of doubt, Co-opted Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be 5 made up of Sabbatical and Student Trustees and the quorum in Article 79 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have, provided that the Trustee Chair was entitled to a first vote on the matter.

Rights of Removed Trustee

93. A resolution to remove a Trustee in accordance with Articles 89.2, 91.2 or 92.2 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the other trustees.
94. A Trustee removed from office in accordance with Articles 89.2, 91.2 or 92.2 only shall be entitled to appeal the decision to remove him or her to an Appeal Body within 14 days of the resolution. The Appeal Body shall be made up of the following persons:-
- 94.1 one member of the College Council;
- 94.2 the Student Assembly Chair; and
- 94.3 one external member.
95. The members of the Appeal Body must not have been involved in the original decision to remove and its procedures will be as set out in the Bye-laws.
96. A resolution of the Appeal Body approving or not approving the removal shall be made in accordance with the procedure set out in the Bye-Laws.
97. If such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the Trustee was removed by the Board of Trustees. If such resolution is not passed, that Trustee

shall continue to be a Trustee and be subject to the requirements of these Articles of Governance as if no resolution to remove the Trustee had been passed.

Replacement of Trustees

98. If a Sabbatical Trustee or a Student Trustee retires, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Bye-Laws of the Union.
99. If a Student Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, an Appointments Committee established in accordance with the Bye-Laws of the Union, may appoint any Student it considers appropriate to fill the vacancy. A Student Trustee appointed in accordance with this Article shall remain in office until the next elections are held and the newly-appointed Student Trustee takes office. If that person is not elected as a Student Trustee, he or she will automatically cease to be a Trustee when the newly-elected Trustee takes office.
100. If a Sabbatical Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, an Appointments Committee established in accordance with the Bye-Laws may appoint any Student it considers appropriate to fill the vacancy to act as a Trustee of the Charity. For the avoidance of doubt, any individual so appointed shall be appointed as a Trustee of the Charity only. He or she shall not take on the wider role of Sabbatical Officer of the Union undertaken by the former Sabbatical Trustee and shall not be paid. A Trustee appointed in accordance with this Article 100 shall remain in office until the next elections are held and the newly appointed Sabbatical Trustee takes office. If that person is not elected as a Trustee, he or she will automatically cease to be a Trustee when the newly-appointed Sabbatical trustee takes office.

Conflicts of Interest

101. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation, other than Goldsmiths' College or a Club or Society, whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:
 - 101.1 declare an interest before discussion begins on the matter;
 - 101.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 101.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 101.4 in the case of personal interests withdraw during the vote and have no vote on the matter.
- 101.5 in particular Articles 101.1 to 101.4 shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be paid by the Union as an employee of the Union.

Student Assembly

102. The Student Assembly shall be made up of the Student Assembly Chair, Campaign Officers and such Students as have been elected to the Student Assembly in accordance with the Bye-Laws. No Member may hold more than one seat on the Student Assembly at any one time. Removal of any member of the Student Assembly shall be in accordance with the Bye-Laws.

103. The Chair of the Student Assembly shall be elected by a secret ballot of the Members of the Union in accordance with the Bye-Laws and shall remain in office for a term to be specified in the Bye-Laws.
104. The Campaigns Officers shall be elected by a secret ballot of the Members of the Union in accordance with the Bye-Laws, as amended from time to time and the portfolios, duties and responsibilities of the part-time Campaigns Officers shall be as set out in the Bye-Laws.
105. The Student Assembly shall have the authority to:
 - 105.1 set the political and policy agenda of the Union and campaign on issues affecting Members, refer political policy to referenda of the Members (in accordance with the Bye-Laws) and enforce this policy as agreed by any such referenda (provided that this does not conflict with the Board's powers under Article 55) and subject to the Board's powers under Article 57;
 - 105.2 make recommendations to and scrutinise the Trustees;
 - 105.3 co-ordinate forums;
 - 105.4 affiliate with external organisations;
 - 105.5 appoint Honorary Life Members of the Union in accordance with Articles 21-23;
 - 105.6 promote and defend the rights of Members;
 - 105.7 consider any business referred to the Student Assembly by the Trustees or other Union bodies;
 - 105.8 hold open meetings in accordance with Article 110; and
 - 105.9 appoint members to College Committees where this is specified in the terms of reference of the College concerned.
106. The Student Assembly shall meet in accordance with the Bye-Laws as amended from time to time.
107. The Student Assembly shall provide the Board with an update of its meetings and decisions at least four times in any Academic Year either orally or in writing.

Removal of a Student Assembly Member

108. The office of a Student Assembly Member shall be vacated if:
 - 108.1 A secure petition for a motion of no confidence in the Student Assembly Member is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by a referendum in accordance with the Bye-Laws requiring a two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Student Assembly Member from office.
 - 108.2 He or she is removed in accordance with the Bye-Laws.

Open Meetings

109. The Student Assembly shall call and co-ordinate Open Meetings, where requested to do so in accordance with the Bye-Laws.

110. Any matter may be discussed at an Open Meeting which may provide guidance to and scrutinise the Student Assembly and the Trustees. Those present at any Open Meeting shall count as a quorum. A written report of each Open Meeting shall be provided to the Student Assembly and to the Trustees.
111. At an Open Meeting, which has a quorum of 3% of Members, the Open Meeting may pass a resolution by simple majority to call a referendum to determine any matter. Such referendum shall be held in accordance with the referenda procedures set out in the Bye-Laws.

Referenda

112. All members of the Union shall be entitled to vote in referendum called in accordance with Articles 40.1, 89.1, 91.1, 92.1, 105.1 and 111 and Bye-Laws, Guidance and Strategy.
113. Referenda may be called to determine the following:
- 113.1 In accordance with Article 40.1, to agree changes to the Articles of Governance, a quorum of 5% of members will be required to validate the referendum and a majority of 75% will be required for the changes to be approved.
- 113.2 In accordance with Article 89.1, to pass a motion of no confidence in a Sabbatical Trustee, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved.
- 113.3 In accordance with Article 91.1, to pass a motion of no confidence in a Co-Opted Trustee, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved.
- 113.4 In accordance with Article 92.1, to pass a motion of no confidence in a Student Trustee, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved.
- 113.5 In accordance with Articles 55, 105.1 and 111, to agree political and campaign policy referred to referendum by the Trustee Board, Student Assembly or Open Meeting, a quorum of 3% of members will be required to validate the referendum and simple majority of those members voting.
- 113.6 In accordance with the Bye-Laws, to call a referendum on affiliations with agreement of 5% of the membership through a secure petition.
114. Referendum can be called on any issue by the following:
- 114.1 A Simple majority of the Trustee Board;
- 114.2 A two thirds majority of the Student Assembly;
- 114.3 A Simple majority of members present and voting in an Open Meeting with a quoracy of 3% of the membership;
- 114.4 By any member via a secure petition signed by 3% of the membership.

College Council

115. Subject to College Statutes, the President and the Student Assembly Chair shall be entitled to be members of the College Council.

General

Minutes

116. The Trustees shall keep minutes of all proceedings at general meetings of the Union and meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting. The chair of the meeting or the chair of the next succeeding meeting, shall, sign the minutes, and any minutes which purport to be so signed will be sufficient evidence of the proceedings. The minutes of these meetings will be available to Members.
117. The Members of the Union have the right to ask the Trustees questions in writing about the contents of any documents referred to in Article 116.

Accounts and Reports

118. The Union may in any general meeting impose reasonable restrictions as to the time at which and the manner in which the books and accounting records of the Union may be inspected by the Members but subject to which the books and accounting records shall be open to inspection by the Members during usual business hours.
119. The Trustees shall comply with the requirements the Education Act and the Charities Act 2006 (or any statutory re-enactment or modification of those Acts) as to keeping financial records and the audit or examinations of accounts.

Notices

120. Any notice to be given to or by any person pursuant to the Articles of Governance shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
121. The Union may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her address or by leaving it at that address, or by facsimile or by electronic means to his or her address or by posting it on the Union website.
122. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and of the purpose for which it was called.
123. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication 48 hours after the time it was sent, or in the case of a notice posted on the Union website 48 hours after it was posted.