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Agenda II Paper 1

ULSTUDENTS' UNION  
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**UNIVERSITY OF LINCOLN STUDENTS' UNION**  
**Annual General Meeting**  
**November 2009**  
 Special Resolution

**Memorandum and Articles of Association & Charities registration**

**Background**

The Union is currently set up as a company limited by guarantee deriving charity status from the University. As of the 1<sup>st</sup> January 2010 the Union is legally obliged to register, in its own right, as a Charity under the recommendations of the Charities Act 2006. The Union undertook a full governance review three years ago and many of the recommendations reflected in the Charities Act are, therefore, already contained in the Union's existing Memorandum and Articles of Association, these are the legal documents that describe the incorporation structure and powers of the Union.

There has, however, been a need to tweak some facets to ensure registration is successful and to comply with the final recommendations of the Charities Commission. This tweaking has also provided an opportunity to address some areas of interests as well as carry out some revisions related to recent changes in the Companies Act.

The Memorandum and Articles of Association need to be submitted to the Charities Commission in order to register as a charity, and the changes described relate to these documents. The Memorandum and Articles of Association do not describe the detailed working of the Union's democratic structures, these are contained in the bye-laws which will be fully reviewed later in the year.

To assist unions in registration the NUS and the Charities Commission have produced model documents for unions. These have been used as the basis of the Union's review. Copies of these documents are available online with all the papers for today's meeting.

To accomplish these changes the Trustees of the Union set up a working group to look at the process and consult with key stakeholders on areas of interest. The remit of this group was

To retain the same basic structure, objects, powers and incorporation for the Union

To undertake a full comparison with NUS model documents and if necessary seek advice from the Charities commission, NUS, University and Solicitors. The initial review suggests that our documents are generally in line with the structures and recommendations contained in the NUS model documents.

To undertake a review of membership of Trustees' Board with the aim of increasing student and expert representation whilst maintaining current contacts, reciprocal arrangements and a manageable overall Board size.

To review officer numbers, noting specific portfolios are described in the bye-laws.

To engage Council in a separate debate about development and reflect this as a separate review of bye-laws with an open ended time frame

Initial comparisons revealed a great deal of alignment between the model documents provided and our existing documents. There were, however, a number of changes adopted from the model documents, in particular in terms of order and phraseology. The majority of the changes are technical, legal or grammatical however the substantive changes are attached. A full copy of the proposed Memorandum and Articles are available with this paper from the Union's website.

An opportunity was also taken to remove items from the Memorandum and Articles that would be more appropriately covered in the bye-laws to allow future development and flexibility.

**Recommendation**

That the meeting adopts the revised Memorandum and Articles

That the revised Memorandum and Articles are submitted for approval by the University Board of Governors, the Charities Commission and Companies House, as required under the Education Act and Charities Act

That further legal technical changes be allowed, to ensure compliance with recommendations by the Charities Commission or Union's legal advisor, provided such changes make no substantial difference to the Union's powers or democratic structures. Any such changes to be ratified by the Union's Board of Trustees