

COMPANY NOT HAVING A SHARE CAPITAL
Articles of Association for a Charitable Company

Articles of Association of Cardiff Met Students' Union

1 The company's name is Cardiff Met Students' Union (and in this document it is called the 'charity')

2 Objects

The objects of the charity are:

- 2.1 the advancement of education of students at Cardiff Metropolitan University for the public benefit by
 - 2.1.1 providing opportunities for the expression of student opinion and actively representing the interest of students;
 - 2.1.2 acting as a channel of communication in dealing with Cardiff Metropolitan University and other external bodies;
 - 2.1.3 facilitating the social, recreational and education interests of its Membership, through providing services and support for its Members; and
 - 2.1.4 working with other students' unions and affiliated bodies;
- 2.2 the advancement of student welfare and the relief of the needs of students at Cardiff Metropolitan University through:
 - 2.2.1 the provision of recreational and leisure time activities provided in the interests of social welfare designed to improve conditions of student life;
 - 2.2.2 the provision of support and activities which develop skills, capacities and capabilities to participate in society as mature responsible individuals;
 - 2.2.3 the provision of services to promote the well being of Cardiff Metropolitan University students generally and as individuals in need.

3. Powers

The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:

- 3.1 to provide services for students including advice, sports clubs and societies, volunteering opportunities and representation structures,
- 3.2 to campaign alone or with other organisations to meet the objects of the charity (but for no other purpose) and in line with Charity Commission guidance,
- 3.3 to support fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised, providing that the student members have been recognised as a proper group for this activity by the trustees,
- 3.4 to publish, promote, initiate, develop or carry out education and training including the publication of documents provision of lectures, and organisation of meetings, seminars or classes both online and in person,
- 3.5 to undertake or commission research to support the furthering of its objectives,
- 3.6 to raise funds, including by trading in the course of carrying out any of its objects, provided that such trade is not expected to give rise to taxable profits and complies with any relevant statutory regulations,
- 3.7 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- 3.8 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity,
- 3.9 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation,
- 3.10 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

- 3.11 to establish or support any charitable trusts, associations or Institutions formed for any of the charitable purposes included in the Objects,
- 3.12 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- 3.13 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 3.14 to appoint, employ, remunerate and dismiss such staff as are necessary for carrying out the work of the charity. Its may be delegated as the board see fit except that oversight of the Chief Executive appointment, remuneration and dismissal must be undertaken by the board.
- 3.15 The charity may employ or remunerate a Trustee only to the extent it is permitted to do by these articles,
- 3.16 to deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the charity to be held in the name of a nominee, and
- 3.17 to provide indemnity insurance for the Trustees.

4. Application of income and property

- 4.1 The income and property of the charity shall be applied solely towards the promotion of the Objects and do not belong to the members of the charity or the Trustees.
- 4.2 No Trustee or Connected Person may receive any payment of money or other material benefit (whether direct or indirect) from the charity except:
 - 4.2.1 under Article 3.16 (indemnity insurance) or Article 4.3 (payment of Sabbatical Officers);
 - 4.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the charity;
 - 4.2.3 interest at a reasonable rate on money lent to the charity;
 - 4.2.4 a reasonable rent or hiring fee for property let or hired to the charity;
 - 4.2.5 an indemnity in respect of any liabilities properly incurred in running the charity (including the costs of a successful defence to criminal proceedings) to the extent permitted by the Companies Acts and the Charities Act 2011;
 - 4.2.6 any Trustee or Connected Person may charge and be paid reasonable fees for work carried out for and/or goods supplied to the charity but (i) only if the procedure prescribed by Article 4.4 is followed in selecting the relevant Trustee or Connected Person concerned and setting the fees and (ii) provided that this provision when taken together with payments made under Article 4.3 may not apply to more than one half of the Trustees in any financial year;
 - 4.2.7 charitable benefits in their capacity as a beneficiary of the charity; and
 - 4.2.8 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Charity Commission).
- 4.3 Notwithstanding the provisions of Article 4.1 and Article 4.2 above, and subject to the application of Article 4.4, a Trustee who is also a Sabbatical Officer or student may be paid reasonable and proper remuneration for any goods or services that they provide to the charity (including under contracts of employment).
- 4.4 Whenever Article 4.2.6 or Article 4.3 applies, the Trustee (and in the case of a Connected Person, the Trustee to whom that person is connected) must:
 - 4.4.1 declare an interest before discussion begins on the matter;
 - 4.4.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information;
 - 4.4.3 not be counted in the quorum for that part of the meeting; and
 - 4.4.4 withdraw during the vote and have no vote on the matter;and the amount or maximum amount of any remuneration must be set out in an agreement in writing and must not exceed what is reasonable in the circumstances.
- 4.5 The requirements of these Articles shall also apply to any subsidiary companies of the charity.

5. Declaration of Trustees' interests

- 5.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Trustee must absent themselves from any discussions of the charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- 5.2 Article 5.1 shall also apply to in relation to any Connected Persons.
- 5.3 The register of interests for Trustees must be made available to other Trustees and Student Members of the charity.

6. Conflicts of interests and conflicts of loyalties

- 6.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- 6.2 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- 6.3 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and
- 6.4 the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying
- 6.5 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person

7. Members

- 7.1 There shall be the following members of the charity:
- 7.1.1 Student Members, who shall be each and every Student who has not opted out by notifying the University of their wish not to be a Student Member, and the Sabbatical Officers. Only these members shall have democratic rights as outlined below;
- 7.1.2 Company Law Members, who shall be the Trustees from time to time and who shall be the members of the Charity for the purpose of the Companies Acts; and
- 7.1.3 any other class of membership as set out by the Trustees (for the avoidance of doubt any other such classes of membership shall not have democratic rights as set out in these articles and the bye-laws, nor shall they be considered to be members for the purposes of company law.
- 7.2 All members shall be subject to a code of conduct and disciplinary procedure as set out by the Trustees.
- 7.3 Student members shall have democratic rights as outlined in the bye-laws, which shall include (without limitation):
- 7.3.1 the ability to stand and vote in elections subject to the 1994 Education Act; and
- 7.3.2 the ability to attend and take part in policy forums and referenda.
- 7.4 Membership is non-transferable

Termination of membership

8. Membership is terminated if:
- 8.1 they are a Student Member and cease to be a Student of the University or a Sabbatical Officer for any reason, or they opt out of Student Membership by written notice to the University;
- 8.2 they are a Company Law Member and cease to be a Trustee for any reason;
- 8.3 they are any other class of member and the member resigns by written notice to the charity, or membership ceases in accordance with the terms and conditions of that class of membership as determined by the Trustees; or

8.4 the member dies.

Liability of membership

9. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while they are a member or within one year after they cease to be a member, for

9.1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member,

9.2 payment of the costs, charges and expenses of winding up, and

9.3 adjustment of the rights of the contributories among themselves

Member meetings and referenda

10. Each academic year the charity will hold at least one Student Members' meeting.

10.1 This shall be called and held in accordance with the bye-laws at a time and place that the Trustees think will allow the maximum number of Student Members to attend. Student members meetings may be held online, in person or a hybrid of the two.

10.2 The quorum for the meeting shall be 50 Student Members. If that quorum is not present within 30 minutes of the meeting starting, the meeting shall be adjourned to another time and place that the Trustees think will allow the maximum number of Student Members to attend. The quorum for this second meeting shall equal the Student Members in attendance.

10.3 At least one Student Members' meeting each year will meet the requirements of the 1994 Education Act including:

10.3.1 the ratification of minutes of the last Student Members Meeting,

10.3.2 receiving the latest annual accounts of the charity,

10.3.3 approving the list of external affiliations of the charity, and

10.3.4 an opportunity for Student Members to ask the Trustees questions about the charity's work.

10.4 Other Student Members' meetings may be called in line with the Bye-Laws.

10.5 For the avoidance of doubt, any Student Members' meeting held under this Article 10 shall not be a Company Law meeting of the charity for the purposes of the Companies Acts.

10.6 The Trustees may call a Company Law Members' meeting at any time. Such meetings shall be held in accordance with the provisions regarding such meetings in the Companies Acts.

Referenda

11. Student Members may engage in referenda to set policy for the charity, remove an elected officer from their position or remove a Trustee from their position (subject to the Trustee's power of veto as set out at Article 23).

11.1 The following shall apply to all referenda:

11.1.1 referenda shall be held in accordance with these articles and the relevant bye-laws;

11.1.2 referenda shall be decided by a simple majority vote of the Student Members who vote in the relevant referenda;

11.1.3 referenda can be called by a resolution of the board of Trustees, a resolution of a policy forum or 100 Student Members as outlined in the bye-laws;

11.1.4 at least 350 Student Members must vote in the referenda for it to be deemed quorate;

11.1.5 referenda shall be promoted on the charity website and shall be open for voting for at least 5 clear days during term time; and

11.1.6 once a decision has been made by a referenda the same question shall not be put to the Student Membership for at least 12 months.

11.2 The following apply to referenda to remove an elected officer or Trustee:

- 11.2.1 there shall be an opportunity for the elected officer or Trustee to outline why they should remain in position to the Student Members, in a manner to be determined by the Trustees (excluding the Trustee who is proposed to be removed); and
- 11.2.2 removal of a Sabbatical Officer shall only take place subject to approval by the Trustees having sought appropriate legal advice on their employment status and in line with the contract of employment.

Policy Forums

12. There shall be one or more policy forums available to Student Members of the charity.
 - 12.1 Policy forums shall not have any of the responsibilities of the Trustees but shall be able to do the following (subject to the Trustee's power of veto as set out at Article 23):
 - 12.1.1 guide the elected officers and other representatives of the charity on how they should represent student views;
 - 12.1.2 set campaigning priorities for the charity;
 - 12.1.3 hold the Sabbatical Officers and other representatives of the charity accountable for the above; and
 - 12.1.4 any other such activities as outlines in the bye-laws.
 - 12.2 The membership and terms of reference for the policy forums shall be set out in the bye-laws.

Executive Committee

13. The elected officers shall make up an Executive Committee with responsibility for the day to day execution of the union's representative and campaigning policy but none of the responsibilities of the board of Trustees.
 - 13.1 The membership and terms of reference for the Executive Committee shall be set out in the bye-laws.

The Board of Trustees

Membership of the Board of Trustees

14. The Trustees shall be made of the following:
 - 14.1 Not more than four Sabbatical Officers of the Union, elected in accordance with Article 16.
 - 14.2 Not more than four other Student Members known as the Student Trustees, appointed in accordance with Article 17.
 - 14.3 Not more than four other members (who shall not be Student Members or employees of the charity) known as the Lay Trustees, appointed in accordance with Article 18.
15. To be elected or appointed Trustees must meet the requirements of the Charities Act 2011 and the Companies Acts.

Appointment

16. Sabbatical Officers shall be elected by secret ballot of members as outlined in the Education Act 1994 and shall be considered "major union officer holders" for the purposes of that act. A Sabbatical Officer's term of office shall be for one year in line with the bye-laws. That may be extended or shortened to align with the academic year and any handover between Sabbatical Officers. A Sabbatical Officer is eligible to be re-elected once. At the same time as becoming a Sabbatical Officer they shall enter into a contract of employment with the charity.
17. The Student Trustees shall be appointed by a simple majority vote of the Board of Trustees for up to two years or until they cease to be a student (whichever occurs first). Student Trustees must be Student Members at the point of their appointment and throughout their term of office. They may be reappointed for a second term. A Student Trustee may become a Sabbatical Officer and vice versa; and time served as a Student Trustee shall not count when calculating the maximum term of office as a Sabbatical Officer and vice versa.
18. Lay Trustees shall be appointed by a simple majority vote of the Board of Trustees for up to three years, and shall be appointed based on the skills and experience identified as a need by the Board of Trustees from time to time. They may be reappointed for a second term. The length of their term shall be set out when they are appointed.
19. The Board of Trustees may set up such appointments committees or working groups as they feel necessary to support the appointment of Student Trustees and Lay Trustees.

Disqualification and removal

20. A Trustee shall cease to hold office if he or she:

- 20.1 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- 20.2 (in the case of a Student Trustee or a Sabbatical Officer), he or she ceases to be a Student Member of the charity for any reason;
- 20.3 (in the case of a Student Trustee or a Lay Trustee), is removed by a resolution passed by all the other members of the Board after inviting the views of the Trustee concerned and considering the matter in the light of any such views;
- 20.4 in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 20.5 resigns as a Trustee by notice to the charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 20.6 is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.
- 20.7 Should a Sabbatical Officer resign or be ineligible for appointment before they take office then the Trustee Board will decide how to proceed for that vacancy.
- 20.8 Any other trustee shall be replaced in line with these articles.

Powers of the board of Trustees

- 21. The Trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, these Articles or any special resolution.
- 22. They may delegate duties to individuals (including employees) or committees provided such delegation is set out in writing. This includes the day to day running of the charity by the Chief Executive or other senior staff members.
- 23. For the avoidance of doubt the Board of Trustees shall have the authority to veto the decision of a Policy Forum or a referendum on the basis of
 - 23.1 legal implications for the charity;
 - 23.2 financial implications for the charity; or
 - 23.3 reputational implications for the charity.

Meetings of the Trustees and subcommittees

- 24. The Board must hold at least 4 meetings each year.
 - 24.1 Any two Trustees may call a meeting of the board and, on receipt of a request of at least two Trustees, the Chief Executive Officer or company secretary must call a meeting.
 - 24.2 Notice of any meeting must be given to all Trustees at least 7 clear days before the meeting, unless all Trustees agree to shorter notice or an issue is so urgent it is reasonable to give shorter notice, in the opinion of the President. Notice can be given in any form including electronic.
 - 24.3 The notice of the meeting must include the outline of the business being discussed, the date, time & location of the meeting and any electronic means of joining the meeting.
 - 24.4 A quorum at a Board meeting is three Trustees of whom one must be a Sabbatical Officer.
 - 24.5 A Board meeting may be held either in person or through electronic means agreed by the Board in which each participant may communicate with all other partnerships or a hybrid of the two.
 - 24.6 The President or (if the President is unable or unwilling to do so) the Vice President or if not some other member of the Board chosen by the Trustees present presides at each Board meeting as chair.
 - 24.7 The Board will appoint a Lay Trustee as vice-chair. Their role shall be to support the chair including in board activities outside of the meeting such as the appraisal of senior staff members.
 - 24.8 Where possible decisions will be made by consensus, however the chair may decide for an issue to be determined by a simple majority of the votes cast at a Board meeting. Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

25. The Board of Trustees may set up such subcommittees or working groups as they believe will enable them to best administer the charity. Any such body must have a written terms of reference which explains its authority to act. The terms of reference must be approved by the Board of Trustees.
26. The board may appoint an individual who they believe has sufficient capabilities to be a company secretary on such terms as they believe appropriate.

Written resolutions

27. A resolution in writing or in electronic form agreed by a simple majority of Trustees entitled to receive notice of a meeting of the Trustees and vote on the resolution in question shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

Validity of Trustees' decisions

28. All acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee·

28.1 who was disqualified from holding office,

28.2 who had previously retired or who had been obliged by the Articles to vacate office,

28.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without the vote of that Trustee, and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting,

save that this Article 28 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees, or of a committee of Trustees if, but for this Article 28, the resolution would have been void or if the Trustee has not complied with Article 5 (declaration of interests).

Administration

Minutes, Registers and accounts

29. The Trustees must ensure records are kept in line with the Companies Acts and Charities Act including

29.1 minutes of the proceedings of Trustees meetings, Company Law Members' meetings and Student Members' meetings;

29.2 a register of Trustees and Company Law Members; and

29.3 a register of interests of the Trustees;

30. The trustees must keep accounting records and prepare for each financial year accounts as required by the Companies Acts. Such accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendation of applicable Statements of Recommended Practice. The Trustees must comply with the requirements of the Charities Act 2011 and the Companies Acts with regard to the preparation of an annual report, an annual return/confirmation statement and the transmission of copies of these, along with a copy of the statements of account, to the Commission and Companies House.

Means of communication to be used

31. Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

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

33. Any notice to be given to or by any person pursuant to the articles:

33.1 must be given in electronic form; or

33.2 may be in writing.

34. The charity may give any notice to a Company Law Member either

34.1.1 by giving it in electronic form to the member's address; or

- 34.2 personally, or
- 34.2.1 by sending it by post in a prepaid envelope addressed to the member at his or her address, or
- 34.2.2 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 34.3 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
35. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
36. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with the Companies Act 2006.
37. Notice shall be deemed to be given
- 37.1 48 hours after the envelope containing it was posted, or
- 37.2 in the case of an electronic form of communication, 48 hours after it was sent or posted on the website.
- 37.3 For the avoidance of doubt, nothing in Articles 31 to 37 shall apply to Student Members' meetings, notices for which shall be sent in accordance with the bye-laws.

Bye-laws and Rules

38. The Charity shall have a set of bye-laws and Rules.
- 38.1 Bye-laws shall outline the activities of the charity for the beneficiaries, their rights, responsibilities and expectations.
- 38.2 Rules shall set out the policies and procedures of the charity in relation to its legal obligations, for example for finance or staffing.
39. Bye-laws may be set by the Board of Trustees or a Policy Forum with approval by the Board of Trustees.
40. Rules may be set by the Board of Trustees.
41. Rules and bye-laws shall be binding on all members and Trustees of the charity. No Rules of Bye-laws may be inconsistent with these Articles or the Law.

Dissolution

42. If at any time the Company Law Members decide to dissolve the charity, the Trustees will be responsible for the orderly winding up of the Charity's affairs.
43. After making provision for all outstanding liabilities of the Charity, the Board must apply the remaining property and funds in one or more of the following ways:
- 43.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- 43.2 directly for the Objects or charitable purposes, within or similar to, the Objects; and/or
- 43.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.
44. A final report and statement of account relating to the Association must be sent to the Commission.

Amending these Articles

45. These Articles shall be reviewed at least once every 5 years. Amending these Articles will require the following:
- 45.1 a proposal set out by the Board of Trustees and publicised to the Student Members for at least 2 weeks alongside a process for Student Members to give feedback and suggestions for amendment;
- 45.2 a final proposal from the Board of Trustees following the above process that may include all, some or none of the suggested amendments. This proposal shall be sent to an all Student Members' meeting in accordance with these Articles;
- 45.3 a majority vote of the Student Members present at that meeting;
- 45.4 the approval of the University governing body; and.

45.5 the approval of the Company Law Members.

Compliance with the Education Act 1994

46. The charity is a students' union as defined by the Education Act 1994 and shall work with the University to ensure that all aspects of that legislation are met by the University through these Articles or through general practice including but not limited to:

46.1 the democratic running of the union including the rules for elections and referenda;

46.2 the reporting of accounts by the Student Members;

46.3 approval of external affiliations by the Student Members;

46.4 the publishing of a complaints process;

46.5 the publishing of how resources are allocated to student groups; and

46.6 partnership with the University to allow them to ensure the charity's financial affairs are appropriate and that the University governing body can approve a budget for the charity.

Interpretation

47. The meanings of any defined terms used in these Articles are set out below but if any dispute arises in relation to the interpretation of these Articles or any of the Bye-laws the Board of Trustees shall determine the definition.
48. In the articles
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| 'address' | means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity, |
| 'the articles' | means the charity's articles of association, |
| 'the charity' | means the company intended to be regulated by the articles, |
| 'clear days' | in relation to the period of a notice means a 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, |
| 'the Commission' | means the Charity Commission for England and Wales, |
| 'Companies Acts' | means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity, |
| 'Connected Persons' | means (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee,
(2) the spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above,
(3) a person carrying on business in partnership with the Trustee-
(4) an institution which is controlled by the Trustee or any connected person falling within sub-clause (1), (2), or (3) above, or (b) by two or more persons falling within sub-clause 4(a), when taken together
(5) a body corporate in which a) the Trustee or any connected person falling within subclauses (1) to (3) has a substantial interest, or (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest (c) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article |
| 'document' | includes, unless otherwise specified, any document sent or supplied in electronic form, |
| 'elected officers' | includes the sabbatical officers and any part time officer elected to a position on the executive committee |
| 'electronic form' | has the meaning given in section 1168 of the Companies Act 2006, |
| 'the memorandum' | means the charity's memorandum of Association, |
| 'sabbatical officer' | means an individual who has been elected by the student body to be a full time, paid representative of students |
| 'secretary' | means any person appointed to perform the duties of the secretary of the charity, |
| 'Trustees' | means the Trustees of the charity The Trustees are charity trustees as defined the Charities Act 2011, |
| 'the United Kingdom' | means Great Britain and Northern Ireland, and |
| 'The University' | means Cardiff Metropolitan University |
49. words importing one gender shall include all genders, and the singular includes the plural and vice versa
50. Unless the context otherwise requires words or expressions contained In the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this Articles becomes binding on the charity
51. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force