



Revision of QMSU Articles of Association and Review of Bye-laws

Outcome requested:	Council is asked to approve the revised QMSU Articles of Association, and to note the change of name and the proposed review of QMSU's Byelaws and Democracy Review.
Executive Summary:	<p>Purpose:</p> <p>This paper sets out the background to the review of the Articles of Association and asks Council to approve the revised Articles so that they may be duly lodged with Companies House and the Charity Commission. A full version of the revised Articles are included in the additional reading.</p> <p>This paper also notifies Council of the name change of QMSU to bring it in line with the name of the university.</p> <p>The paper then outlines the process for the review of QMSU's Byelaws, its rationale and methodology.</p> <p>The paper goes on to address the wider issue of the Union's governance and democracy and the creation of a task and finish group to conduct a Democracy Review to make recommendations to the Union on areas of concern.</p> <p>Considerations for Council:</p> <p>QMSU's Articles of Association form Article C6 of the university's Ordinances.</p> <p>QMSU is required to review its Articles at intervals of not more than five years and the 1994 Education Act requires that QMUL Council take steps to ensure this is done. The current Articles were approved in 2012-13 meaning that they were due for review in 2017-18.</p> <p>Any changes to the Union's Articles of Association require the approval of the university Council before they become effective.</p> <p>A summary of the changes are provided in the cover paper; no material changes are proposed.</p> <p>Risks of non-approval:</p> <p>Were Council for any reason not to approve the revised Articles, QMSU would be unlikely to be able to complete the review process within the required timescale. Company Law requires any changes to the Articles to be passed by Special Resolution at a quorate General Meeting. It is unlikely that the Union would</p>

	<p>be able to stage such a meeting again until the next academic year.</p> <p>Next steps:</p> <p>Subject to their approval by Council, QMSU will need to notify Companies House of both the changes to the Articles and the change of name by submitting a Certificate of Passing in respect of each of the Special Resolutions passed at the QMSU AGM held on 27 February 2018. The Union’s Solicitors have advised that, whilst the timescale for this submission would normally be within 15 days of the date on which the Special Resolution was passed, in this instance due to the requirement of Council Approval, the changes will need to be notified within 15 days of their approval by Council.</p> <p>Although not ‘regulated alterations’ and therefore not needing approval from the Charity Commission, QMSU will also need to notify the Charity Commission of the changes within 15 days of their approval by Council.</p>
<p>QMUL Strategy: strategic aim reference and sub-strategies [e.g., SA1.1]</p>	<p>Strategic Aim 1: to recruit students and staff of the highest intrinsic talent and potential, and to nurture their careers.</p> <p>The complete student experience requires attention to specialist academic provision, intellectual broadening, social and recreational activity, volunteering, and attention to future career development. We will work increasingly closely with the Queen Mary Students’ Union to promote a sense of community amongst our students, whether of UK or international origin. We will focus on student welfare and all aspects of the student experience, recognising the importance of balancing the educational and experiential wisdom of the university with the freshness and currency of ideas provided by students.</p>
<p>Internal/External regulatory/statutory reference points:</p>	<p>1941 Education Act (Section 22), QMUL Code of Practice for QMSU (Feb 2015), university Charter (Article 19), Ordinance C5 and Ordinance C6</p>
<p>Strategic Risks:</p>	<p>Risk 2: Student experience: teaching, learning & assessment Risk 13: Maintain effective and constructive governance</p>
<p>Equality Impact Assessment:</p>	<p>QMSU and its wholly owned trading subsidiary, QMSU Services Limited, have their own Equality and Diversity Policy. This policy reflects not only the specific responsibilities of the Union and QMSU Services Limited under the Equality Act 2010, but also the Union’s and QMSU Services Limited’s wish, where possible, to actively promote equality and diversity in its services and activities.</p> <p>Queen Mary University of London (QMUL), has the same responsibilities as the Union and QMSU Services under the Act. Also, as an institute of higher education, QMIUL has additional responsibilities relating to student admissions and treatment, and, as a “public authority”, it has a “public sector equality duty”.</p>

	<p>The Union and/or QMSU Services Limited have contractual arrangements with QMUL for the provision of services to QMUL and other arrangements with QMUL relating to the Union's and/or QMSU Services Limited's use of QMUL premises, facilities and services.</p> <p>It is recognised that the responsibilities of QMUL under the Act may need to be taken into account in such arrangements.</p>
Subject to prior and onward consideration by:	<ul style="list-style-type: none"> • Approved by the Board of Trustees on 25th January 2018 and the Annual Members Meeting of the Students' Union on 27th February 2018 • QMSE 28th March 2018
Confidential paper under FOIA/DPA	No.
Timing:	Subject to their approval by Council, QMSU will need to notify Companies House and the Charity Commission of both the changes to the Articles and the change of name within 15 days of their approval by Council.
Author:	Brad Coales - QMSU Secretary and Governance Adviser Presented by: Yasir Yeahia - QMSU President; Mike Wojcik - QMSU CEO
Date:	14 March 2018
Senior Management/External Sponsor	N/A

1. Review of QMSU Articles of Association

- 1.1. The Union is required under the 1994 Education Act to undertake a review of its Articles of Association (effectively our 'Constitution' for the purposes of the 1994 Act) every five years. This requirement is reflected in our Articles and in the university's Code of Practice for the Students' Union (the university themselves having a legal duty to ensure that a review is undertaken).
- 1.2. The current Articles were approved by Approved by QMSU's Board of Trustees on 7th March 2012 and QMUL Council 20th March 2012, hence they were due for review during 2017.
- 1.3. This legal requirement to review our Articles was the reason for the current review. There was no particular desire to change anything within them and whilst, during the review process, we have questioned a number of aspects of their provision, there are no material changes proposed.
- 1.4. Having sought advice from BWB Solicitors, whose model Articles produced for NUS form the basis of our current Articles, we were advised that new model Articles had been produced for NUS in 2016 designed to reflect changes in Charity and Company legislation and the adoption of best practice.
- 1.5. There are comprehensive guidance notes from BWB/NUS which accompany the new model Articles. Having read these and having sought advice from our Solicitors, Russell Cooke, it was agreed that the most practical way to effect the review was to work backwards from the new model Articles, rather than attempting to change the text line-by-line in our existing Articles.
- 1.6. Much of the text of the new model Articles is the same and there are several instances where BWB/NUS advised us to retain the wording from our current articles so that we do not have to seek approval of the changes from the Charity Commission - advice with which our Solicitors agree.
- 1.7. Summary of changes:
 - a. The Union's name needs to be changed to remove the comma between Queen Mary, University of London to reflect that of the university.
 - b. There are no material changes to the aims, objects or powers of QMSU.
 - c. There are no changes to any quorums or majorities.
 - d. There are no changes to the Board of Trustees, its make-up or powers.
 - e. There is no change to AGMs (which are governed by the Companies Acts).
 - f. There is no impact upon Student Council or BLSA (whose make-up and powers are governed by the relevant Union Bye-laws).

- g. There are no omissions or additions that remove or add any powers that are not automatically conferred by the Companies Acts.
- h. Other changes:

3. Powers

Some changes to powers including updated statutory references, which are presentational and do not have any real effect as there is already a catch all “3.34 *do all such other lawful things as may further the Union’s objects (3.34)*”.

7. Reviewing and Amending the Articles

A more accurate reflection of the law that under the Education Act 1994 QMUL is required to review the Articles. A review does not mean that the University has any legal ability to amend Articles.

11. Code of Conduct

New section which reflects the current Bye-law 19 ‘Code of Conduct and Disciplinary Procedures’.

12. Referendums

Removed details about how a referendum is called as this is not a legal requirement and is set out in the Bye Laws.

29. Written Resolutions

The size of the membership means it is unlikely QMSU would ask members to pass a resolution in writing and therefore the procedures are removed to avoid unnecessary detail.

33. Lay Trustees (formerly External Trustees)

Added: 33.2 *Student Council shall not act in a frivolous or vexatious way if rejecting a candidate proposed by the Appointments Committee.*

34. Disqualification, Resignation and Removal of Trustees

Change to 34.6 to ensure there are sufficient remaining Trustees to hold a quorate meeting – revised up to six (from four in our current Articles).

37. Removal of Elected Officers

Not in current articles, enshrines principle that an elected officer should only be removed by those who elected them. An Elected Officer is also a Trustee (and a director under company law). The position of Elected Officer is distinct from a Trustee. If an Elected Officer is removed as a Trustee, for that person to also be removed as an Elected Officer needs a separate process. Also references that an Elected Officer is an employee of QMSU.

39. Trustees’ general authority

Amendment to 39.3.3 to reflect that Trustees must act in the best interest of QMSU; to not do so would be a breach of their company and charity law duties.

41. Committees

41.2.3 *Audit and Risk Committee*; replaces the Audit and General Purposes Committee.

59. Communications by and to the Union

Simplification of the provisions for communications to the Union: *59.11 The provisions of the Companies Acts shall apply to communications to the Union.*

- 1.8. Changes to the Union's Articles require a 75% vote on a Special Resolution at a quorate AGM (Company Law General Meeting in the current articles) for which the quorum is 120 members. The new Articles also require the approval of QMUL Council and then have to be sent to the Charity Commission together with a copy of the Special Resolution and a certificate of passing.
- 1.9. The rules and regulations which govern the day-to-day running of the Union and its democratic processes are set out in our Bye-laws and associated Terms of Reference. These are separate to the Articles and will be subject to a more wide-ranging review involving all relevant stakeholders.
- 1.10. A draft copy of the revised Articles was supplied to the university on 31 January 2018. Apart from minor proofing, no further changes were made subsequently.
- 1.11. Having passed through several phases of consultation with Student Council and the Union's Board of Trustees, the revised Articles were approved by the Union's Board of Trustees on 6 February 2018.
- 1.12. A Special Resolution to approve the revised Articles of Association of QMSU was passed by the required 75% majority at a quorate Annual General meeting of Members held on Tuesday 27 February 2018.
- 1.13. The revised Articles now need to be approved by QMUL Council before they become effective.

2. Change of Name

- 2.1. A Special Resolution was also passed by the required 75% majority at a quorate Annual General meeting of Members held on Tuesday 27 February 2018 to amend the name of the Union by removing the comma between Queen Mary and University of London in the full title of the Union. This brings the name of the Union into line with the name of the university.

3. Review of QMSU Bye-laws

- 3.1. Now that the revision of the Union's Articles of Association has been completed (subject to the approval of QMUL Council) progress can be made with the review of the Union's Bye-laws.

4. Rationale and Methodology

4.1. The current review of the QMSU Bye-laws follows on from the revision of the Union's Articles of Association. The Union has already compiled information on particular areas of the Bye-laws which require attention in order to address known issues and reflect current practice. There is also the intention that operational detail should be removed from the Bye-laws, where appropriate, and placed within 'codes of practice' cross-referred from the Bye-laws. This will enable adjustments in working practices to be devolved to local level as agreed between parties authorised within the relevant bye-law (e.g. Club Sport Committee, Societies Board etc. and relevant staff member/s) without the need for a Bye-law change. In this way, it should be possible to ensure that we both adhere to the Bye-laws and have up-to-date working practices.

5. Timescale

5.1. Although trailed during the latter part of the 2016-17 academic year, it was not thought appropriate to progress with the bye-law review until the development of the new Strategic Plan and the review of the Articles of Association had been completed. A revised timescale is contained in the appendix to this paper although, as stated, it may not be possible to complete the review within the time available and so some aspects of this work may need to be carried over into the next academic year.

6. Wider Issues

6.1. Recent discussions have made it clear that the review of the Unions' Bye-laws addresses matters as they currently stand and is not, of itself, a review of the Union's democratic structures and processes. A more fundamental review of Union democracy should be the subject of a specific, process with defined objectives. It is therefore proposed that Union conduct a wider review of Union democracy, referencing the following issues which surfaced during the review of the Articles of Association:

- a) Does the current composition of Student Council adequately reflect the make-up of the QMSU student body and meet the requirement of Section 22 of the 1994 Education Act (and QMUL's obligation to ensure compliance) as follows: *(1) The governing body of every establishment shall take such steps as are reasonably practicable to secure that any students' union for students at the establishment operates in a fair and democratic manner and is accountable for its finances.)?*
- b) Is Student Council accessible to ordinary members of the Union and does it encourage them to see it as a method of getting things done?
- c) Is the current process for making and enacting Union policy fit for purpose?
- d) Does the current system of 'Zones' (i.e. Education Zone and Welfare Zone) provide the breadth of discussion and autonomy of action required to effectively deliver campaigns and make changes relevant to the needs and wishes of the wider

student body, or does it sometimes reflect the narrower interests of Zone members?

- e) Where and how do Student Council members who are not included within the current Zones interact with Executive Officers outside of Student Council (e.g. Rag, Societies, Sport, Student Media etc.)?
- f) What is and what should be the relationship between Student Council and BLSA Board; should more decisions be devolved to the communities affected by them without the need to win support from those who are not?
- g) With reference to point 6 (above) should there be, for instance, a Mile End Student Council, a BLSA Board and an over-arching Student Senate?

7. Next steps

- 7.1. It is proposed that the Union's Board of Trustees create a task and finish group to conduct a Democracy Review. Its membership will include wider stakeholders, and its scope, terms of reference, and timescale will be considered by the Board at their meeting on 10 April 2018. The group will report back to the Board in the first semester of 2018-19 and its recommendations will reference the autonomy of the Students' Union and the fact that the outcome of the review will need to be approved within the Union's current democratic structures i.e. Student Council (as currently constituted) and the Board of Trustees.
- 7.2. QMUL Council is asked to **approve** the revised QMSU Articles of Association, and to **note** the change of name and the proposed review of QMSU's Byelaws and Democracy Review.