

Company No. 07091173

Charity No. 1136030

THE COMPANIES ACT 2006
CHARITY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



the CAMBRIDGE
UNION

Defending Free Debate since 1815

ARTICLES OF ASSOCIATION OF
THE CAMBRIDGE UNION SOCIETY LIMITED

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1. PRELIMINARY

- 1.1. The regulations contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 in force at the time of adoption of these Articles shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.

2. DEFINITIONS AND INTERPRETATION

- 2.1. In these Articles the following expressions have the following meanings unless inconsistent with the context:

2.1.1.	"Act"	the companies Act 2006 (as amended from time to time)
2.1.2.	"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
2.1.3.	"Board"	the Board of Directors of the Charity from time to time
2.1.4.	"Board Observer"	has the meaning given in Article 26 of these Articles
2.1.5.	"Bursar"	the Bursar of the Charity from time to time
2.1.6.	"Cambridge Union Society Member"	a person who receives benefits or services in return for payment of subscription, in accordance with the Laws made by the Charity in accordance with Article 27 of these Articles (and for the avoidance of doubt, such definition shall not refer to the subscribers to the Memorandum of Association of the Charity or to Members subsequently admitted to membership of the Charity in accordance with these Articles)
2.1.7.	"Charity"	the Charity regulated by these Articles
2.1.8.	"clear days"	in relation to the period of a notice, clear days means the period commencing with the day after the notice is given or deemed to be given and concluding with the day for which the notice is given or on which it is to take effect
2.1.9.	"Commission"	the Charity Commission for England and Wales
2.1.10.	"Company Records"	any register, index, accounting records, agreement, memorandum, minutes or other document required by the Companies Act to be kept by the Charity
2.1.11.	"Conflict"	has the meaning given in Article 20.1 of these Articles
2.1.12.	"Directors"	the Directors for the time being of the Charity or (as the context shall require) any of them acting as the Board of the Charity. The Directors are Charity trustees as defined by section 97 of the Charities Act 1993
2.1.13.	"Electronic Address"	any address or number used for the purposes of sending or receiving documents or information by Electronic Means
2.1.14.	"Electronic Form"	has the meaning given in section 1168 of the Act
2.1.15.	"Electronic Means"	has the meaning given in section 1168 of the Act
2.1.16.	"Governance Framework"	has the meaning given in Article 19.1 of these Articles
2.1.17.	"Laws and Regulations"	means the Laws and Regulations adopted by the Cambridge Union Society Members in accordance with their provisions, as amended from time to time
2.1.18.	"Member"	a corporate Member of the Charity admitted to Membership in accordance with these Articles

2.1.19	"Objects"	has the meaning given in Article 3 of these Articles
2.1.20	"President"	the Cambridge Union Society Member who is elected to the post of President in accordance with the Laws from time to time
2.1.21	"United Kingdom"	Great Britain and Northern Ireland
2.1.22	"Vice President"	the Cambridge Union Society Member who is appointed to the post of Vice President in accordance with the Laws from time to time.

3. THE OBJECTS

- 3.1. The general objects of the Charity (listed below) are for the benefit of Cambridge Union Society Members and of the public more generally. The Charity's primary object is the advancement of education, in particular by:
- 3.1.1. promoting the skill of debating and the consideration of matters of public life or importance;
 - 3.1.2. hosting educational events including, but not limited to, debates on topics of importance and lectures given by individual persons of distinction;
 - 3.1.3. providing training in the practice of debating to Cambridge Union Society Members and also by providing for the tuition of others in the practice of debating by Cambridge Union Society Members;
 - 3.1.4. providing for the entrance of Cambridge Union Society Members in debating competitions, including competitions held by the Charity, and also by providing opportunities for members of the public to compete in the practice of debating;
 - 3.1.5. assisting Cambridge University Students' Union with the organisation and promotion of events aimed at widening access to Cambridge University and the promotion of higher education more generally;
 - 3.1.6. providing opportunities to encourage the exchange of ideas and provision of access by the public to the Charity's facilities and events;
 - 3.1.7. providing workshops for the pupils of schools and colleges to attend to introduce them to the practice of debating; and
 - 3.1.8. enabling students and young people from disadvantaged backgrounds to participate in activities and events aimed at increasing their confidence, skills and aspirations.

4. POWERS OF THE CHARITY

- 4.1. In furtherance of the above objects, but not otherwise, the Charity shall have the following powers:
- 4.1.1. co-operate with other bodies and exchange information and advice with them;
 - 4.1.2. host, provide, promote and sponsor workshops, tours, lectures, debates, discussions, exhibitions, entertainment and other like events;
 - 4.1.3. acquire and maintain resources, artefacts and information;
 - 4.1.4. preserve, maintain and develop the Charity's library; promote, commission or carry out research;
 - 4.1.5. prepare, edit, print, publish, issue, acquire and distribute information in any media format (or commission other bodies or individuals to do so);

- 4.1.6. raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants, property and other gifts) provided that in raising funds the Charity shall not undertake any permanent activities of a trading nature except those allowed by charity law;
- 4.1.7. invest in its own name or in the name of nominees monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 4.1.8. delegate, upon such terms and at such reasonable remuneration as the Charity shall think fit, to professional investment managers (the 'Managers') the exercise of all or any of the Charity's powers of investment on condition that:
 - 4.1.8.1. such delegation shall be by an agreement which is made or evidenced in writing;
 - 4.1.8.2. the delegated powers shall be exercisable only within clear policy guidelines devised from time to time by the Charity and the Charity shall use reasonable endeavors to ensure that the guidelines are observed;
 - 4.1.8.3. the Managers shall be under a duty to report promptly to the Directors any exercise of the delegated powers, and in particular to report every transaction carried out by the Managers to the Directors within 14 days, and to report on the performance of investments managed by them at least every three months;
 - 4.1.8.4. the Charity shall be entitled at any time and without notice to review, alter or determine the delegation or its terms;
 - 4.1.8.5. the Charity shall review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months, but so that any failure by the Charity to undertake such review within the period of 12 months shall not invalidate the delegation;
- 4.1.9. appoint and constitute such advisory committees as the Board shall think fit;
- 4.1.10. borrow or raise money in such manner and upon such terms as the Charity shall think fit, subject to such consents as may be required by law;
- 4.1.11. draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.1.12. purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and construct, maintain and alter buildings or structures;
- 4.1.13. pay outgoing and expenses and execute documents and do all things required in connection with the use, maintenance, upkeep, expansion, alteration or improvement of any such property;
- 4.1.14. sell, manage, let or mortgage, charge, dispose of or turn to account all or any of the property or assets of the Charity, subject to such consents as may be required by law;
- 4.1.15. print and/or publish in any media any printed materials, books, leaflets or similar matter;
- 4.1.16. purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 4.1.17. establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Charity;

- 4.1.18. take and accept any gift of money, property or other assets whether subject to any special trust or not
- 4.1.19. make grants or loans of money and to give guarantees; undertake and execute charitable trusts;
- 4.1.20. subject to Article 5, engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity and to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants.
- 4.1.20.1. For the avoidance of doubt, the Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 5 and provided it complies with the conditions in that Article;
- 4.1.21. enter into any contract of insurance in respect of any matter in which the Charity has an insurable interest and any real or personal property in which the Charity shall have any interest and to insure the Charity in connection with any acts done or omitted to be done by any officers, employees and voluntary workers of the Charity on behalf of the Charity, including indemnity insurance for such persons (but not including anyone who is a trustee, Director or Member of the Charity);
- 4.1.22. provide indemnity insurance to cover the liability of the trustees, Directors or Members of the Charity 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 Charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the claiming Directors or Member knew to be a breach of trust or breach of duty or which was committed by him in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board members in their capacity as Directors of the Charity;
- 4.1.23. acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
- 4.1.24. amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Charity by these Articles of Association;
- 4.1.25. pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity; and
- 4.1.26. do all such other lawful things as shall further the attainment of the objects of the Charity or any of them.

5. APPLICATION OF INCOME AND PROPERTY

- 5.1. The income and property of the Charity shall be applied solely towards the promotion of its Objects and no portion of that income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no Director of the Charity shall be appointed to any office of the Charity paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing herein shall prevent any payment in good faith by the Charity:
- 5.1.1. of reasonable and proper remuneration to any Member, officer or servant of the Charity (not being a Director) for any services rendered to the Charity and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Charity;
- 5.1.2. of interest on money lent by a Member or Director of the Charity at a reasonable and proper rate per annum;

- 5.1.3. to any Director of reasonable out-of-pocket expenses;
- 5.1.4. in respect of trustee indemnity insurance cover for the benefit of the Directors which is purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 (as amended from time to time) and save that a Director may receive an indemnity from the Charity in the circumstances specified in Article 25;
- 5.1.5. of fees, remuneration or other benefit in money or money's worth to a company partnership or limited liability partnership of which a member of the Charity or a Director may be a member so long as:
 - 5.1.5.1. the Member or the Director discloses his or her interest in any such arrangement; and
 - 5.1.5.2. where professional services are supplied to the Charity by a partnership or limited liability partnership in which the Director is a partner or member the Director does not personally provide those services;
- 5.1.6. of reasonable and proper rent for premises demised or let by any member of the Charity or any Director;
- 5.1.7. of reasonable and proper remuneration by the Charity to any Director or person connected with the Director (as defined in the Charities Act 1993) for performing services actually rendered provided that:
 - 5.1.7.1. any such Director is absent from and takes no part in all meetings of the board of Directors during the relative discussions;
 - 5.1.7.2. the other Directors are satisfied that the transactions arising out of such decisions are advantageous to the charitable purposes of the Charity;
 - 5.1.7.3. the amount of remuneration to be received by the Director or connected person is set out in any agreement between the Charity and the Director or connected person; and
 - 5.1.7.4. at no time shall the majority of the total number of Directors receive any such remuneration, or be connected to a person who is entitled to receive such remuneration.
 - 5.1.7.5. Nothing in Article 5.1 above shall prevent any Director or person connected with a Director from receiving charitable services from the Charity, provided that the relevant Director does not take part in or vote on decisions to provide benefits specifically to them or persons connected with them

6. WINDING UP OR DISSOLUTION

- 6.1. If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other charitable body or bodies having objects similar to the Objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 5 hereof, such body or bodies to be determined by the members of the Charity at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.

7. MEMBERS

- 7.1. Every Director of the Charity shall automatically become and remain a Member of the Charity for so long as he or she is a Director and every person on ceasing to be a Director shall automatically cease to be a Member.
- 7.2. No person other than a Director shall be admitted as a Member of the Charity.
- 7.3. Membership of the Charity is not transferable.

8. LIABILITY OF MEMBERS

- 8.1. The liability of the members is limited.
- 8.2. Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1).

9. GENERAL MEETINGS

- 9.1. The Board may call general meetings at any time.

9.2. NOTICE OF GENERAL MEETINGS

- 9.2.1. Unless otherwise stated in these Articles or the Act, a general meeting shall be called by the giving of at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 9.2.2. Subject to the provisions of these Articles, notice of general meetings shall be given to all Members and to the auditors in the form specified in Article 24.
- 9.2.3. Provided that notice of the meeting is sent to all persons who are entitled to receive it, the non-receipt of said notice by any such person shall not invalidate the proceedings at that meeting.

9.3. PROCEEDINGS AT GENERAL MEETINGS

- 9.3.1. No business shall be transacted at any general meeting unless a quorum of Members is present. Three persons entitled to vote upon the business to be transacted shall be a quorum save that, if and for so long as the Charity has only one person as a Member, one Member present in person shall be a quorum.
- 9.3.2. A general meeting shall commence at the time so appointed if a quorum is present. If a quorum is not present within thirty minutes of the time appointed for the commencement of the meeting or if during the meeting a quorum ceases to be present the general meeting shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may unanimously determine. If at the adjourned general meeting a quorum is not present within thirty minutes of the time appointed for the commencement of that meeting, the Member or Members present in person, and entitled to vote upon the business to be transacted, shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the adjourned meeting.
- 9.3.3. The chairperson of the Directors shall preside as chairperson at every general meeting of the Charity. If the chairperson of the Directors is not present fifteen minutes after the time appointed for the commencement of the meeting or is unwilling to preside as chairperson, the Directors present shall elect one of their number to be chairperson of the meeting.
- 9.3.4. The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for thirty days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.
- 9.3.5. No business may be transacted at any adjourned meeting other than the business that might properly have been transacted at the original meeting had the adjournment not taken place.
- 9.3.6. At any general meeting a resolution put to a vote at the meeting shall be decided on a show of hands.

9.3.7. After any vote on any resolution the chairperson shall declare both the number of votes cast in favour of and against the resolution and shall declare whether the resolution has passed or failed. Any such declaration shall be recorded in the minutes of the meeting and shall be conclusive evidence of whether a resolution has passed or failed.

9.3.8. A resolution in writing executed in accordance with the relevant provisions of Chapters 1 and 2 of Part 13 of the Act (as they relate to the passing of ordinary and special resolutions) shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of the requisite number of Members.

9.4. VOTES OF MEMBERS

9.4.1. On a show of hands every Member present in person shall have one vote.

9.4.2. No objection shall be raised to the qualification of any voter except at the meeting, or adjourned meeting, at which the relevant vote is conducted, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

10. NUMBER OF DIRECTORS

10.1. Unless otherwise determined by ordinary resolution, the number of Directors shall not exceed ten. At least one director shall be a natural person.

11. NO ALTERNATE DIRECTORS

11.1. A Director shall not be entitled to appoint an alternate Director.

12. APPOINTMENT AND RETIREMENT OF DIRECTORS

12.1. Subject to the selection process outlined below in Article 15.2, and to Article 15.4 below, a Director may be appointed at any time (whether to fill a vacancy or as an additional Director) by the Members of the Charity by ordinary resolution, provided that the person who is appointed is willing to act, and is permitted by law to do so, and the appointment does not cause the number of Directors to exceed the maximum number of Directors as prescribed by the Articles.

12.2. Following the adoption of these Articles of Association, the recruitment of all additional or replacement Directors shall be subject to the discretion of the Standing Committee (as defined in the Laws and Regulations) and shall be managed in accordance with the following process:

12.2.1. The Board shall identify any skills or experience gaps in the current Board ("skills audit") and shall commence an open recruitment process to identify suitable candidates in accordance with the outcome of the skills audit (the "Short List");

12.2.2. The Short List of candidates must then be referred to the Standing Committee, which shall, in its absolute discretion, determine if any of the Short Listed candidates should be recommended to the Members as potential new Directors. The Standing Committee is under no obligation to recommend any of the candidates on the Short List to the Members.

12.2.3. In the event that the Standing Committee is not willing to recommend any of the Short Listed Candidates to the Members, the Standing Committee shall use all reasonable endeavours to work with the Board to identify other possible candidates. If the Standing Committee and the Board are unable to reach a consensus about the identify of any such suitable candidates within a period of six weeks, the matter shall be referred to mediation, in accordance with the Rules of Business Administration.

12.3. A Director's term of office shall be five years from the date of his or her appointment. Prior to the expiration of a Director's term of office the expiration of a Director's term of office the Board may vote, without that Director being present, to extend that Director's term of office for a further five years.

12.4. There shall be no limit on the number of times a Director's term of office may be extended.

12.5. The President from time to time shall be an ex officio director of the Charity. The appointment of the President shall commence on the date on which he or she assumes the office of President of the Society and shall cease on the date on which he or she ceases to hold that office.

12.6. The President shall be liable to disqualification and removal under Article, and shall otherwise be subject to the full force of the Articles.

13. DISQUALIFICATION AND REMOVAL OF DIRECTORS

13.1. The office of a Director shall be vacated if:

13.1.1. he or she retires under Article 12.3 or 12.4 above; or

13.1.2. he or she becomes prohibited by law from being a Director; or

13.1.3. he or she becomes bankrupt, insolvent, or makes any arrangement or composition with his or her creditors generally; or

13.1.4. he or she is, or may be, suffering from mental disorder and either:

13.1.4.1. he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 (and any subsequent modification or replacement) or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 (and any subsequent modification or replacement); or

13.1.4.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

13.1.4.3. he or she resigns his or her office by notice to the Charity and such resignation has taken effect in accordance with its terms; or

13.1.4.4. he or she is absent from all the meetings of the Board held within a period of one year provided that these constitute at least three consecutive meetings and the Board resolves that his or her office be vacated; or

13.1.4.5. he or she is removed by resolution passed by the Members on the grounds that the Director is guilty of conduct detrimental to, or of acting in any way that may undermine, the objects or reputation of the Charity, save that the Director may exercise any statutory rights which he may have to protest against his removal; or

13.1.4.6. he or she dies.

14. DIRECTORS' REMUNERATION

14.1. The Directors shall not be paid any remuneration unless it is authorised in the manner set out in Article 5.1.7.

15. POWERS OF DIRECTORS

- 15.1. Subject to the provisions of the Act, the Memorandum of Association of the Charity and these Articles and to any directions given by special resolution of the Members, the business of the Charity shall be overseen by the Directors who may exercise all the powers of the Charity.
- 15.2. No alteration of the Memorandum of Association or of these Articles and no direction given by special resolution of the Members shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
- 15.3. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 15.4. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

16. GOVERNANCE OF THE CHARITY

- 16.1. The Directors may from time to time establish a Governance Framework to ensure the proper conduct and effective management of the charity, including as necessary any rules that the Directors deem to be appropriate in relation to matters such as the administration of the charity, employment matters and expenditure of the Charity.
- 16.2. Pursuant to these Articles and to the Governance Framework, the Directors may delegate any of their powers to any committee or employee or officer of the Charity or other person as the Directors think fit. Any such delegation may be made subject to any conditions which the Directors impose and may be collateral to their own powers and may be revoked or altered, save that:
- 16.3. no expenditure may be incurred or committed by such a committee or individual delegate on behalf of the Charity except in accordance with a budget previously agreed by the Board; and
- 16.4. any such committee or individual delegate must promptly report its decisions and proceedings to the Board.
- 16.5. Any person, or member of any committee, to whom the Directors delegate their powers, under the provisions of this Article 19, who has a direct or indirect interest that conflicts or may conflict with the interests of the Charity that person must disclose that Conflict to the Directors at the time of their appointment. Where any such Conflict is disclosed, the Directors may impose such additional conditions on the delegation as they see fit in order to protect the interests of the Charity.
- 16.6. Nothing in the Governance Framework shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Charity or these Articles
- 16.7. The provisions of these Articles shall prevail in the event that there is a conflict between the Articles and the Governance Framework.

17. DIRECTORS' INTERESTS

- 17.1. Unless authorised by the Directors in accordance with these Articles a Director must not vote on or be counted in the quorum in relation to any resolution of the Directors in which the Director has a direct or indirect interest that conflicts or may conflict with the interests of the Charity. Such an interest shall henceforth be referred to in these Articles as a "Conflict". For the avoidance of doubt, no such requirement relates to any decision to be made under Article 20.7.1.
- 17.2. Any authorisation under this Article will be effective only if:
 - 17.2.1. the authorisation in question has been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

- 17.2.2. the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director who is the subject of the authorisation; and
- 17.2.3. the authorisation was agreed to without the Director who is the subject of the authorisation voting, or would have been agreed to if his or her vote had not been counted.
- 17.3. Any authorisation of a Conflict under this Article 17 may (whether at the time of giving the authorisation or subsequently):
- 17.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
- 17.3.2. be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; and
- 17.3.3. be terminated or varied by the Directors at any time provided that this will not affect anything done by the Director in accordance with the terms of the authorisation prior to such termination or variation.
- 17.4. In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his or her involvement in the Conflict otherwise than as a Director of the Charity and in respect of which he or she owes a duty of confidentiality to another person the Director is under no obligation to:
- 17.4.1. disclose such information to the Directors or to any Director or other officer or employee of the Charity; or
- 17.4.2. use or apply any such information in performing his or her duties as a Director;
- 17.4.3. where to do so would amount to a breach of that confidence.
- 17.5. Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently):
- 17.5.1. that the Director is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
- 17.5.2. is not given any documents or other information relating to the Conflict;
- 17.5.3. may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 17.6. Where the Directors authorise a Conflict:
- 17.6.1. the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict;
- 17.6.2. subject to Article 17.8, the Director will not infringe any duty he or she owes to the Charity by virtue of sections 171 to 177 of the Companies Act 2006 provided he or she acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 17.7. A Director's duty to avoid conflicts does not apply in relation to a proposed transaction or arrangement with the Charity where:
- 17.7.1. the Directors so decide; and

17.7.2. the proposed transaction or arrangement is not prohibited by the Charity's Memorandum of Association; and

17.7.3. it is within the descriptions of the types of transactions and arrangements into which the Charity has power to enter as described in these Articles.

17.8. Notwithstanding Article 17.6.2 above, a Director must declare to the other Directors the nature and extent of any Conflict in relation to a proposed transaction or arrangement with the Charity or in relation to a transaction or arrangement entered into by the Charity which has not previously been declared.

17.9. Subject to Article 17.10, a Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Charity for any remuneration, profit or other benefit which he or she derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors (subject to any terms, limits or conditions attaching to that authorisation), or which he or she derives from a transaction or arrangement with the Charity as described above, and no contract shall be liable to be avoided on such grounds.

17.10. The quorum for the transaction of the business of the Directors shall be three. If the number of Directors falls to less than three the continuing Directors or sole continuing Director may act, notwithstanding the vacancies in their number, only for the purposes of filling vacancies (provided always that the Directors act in accordance with the appointment procedure specified in Article 12.2) or calling a general meeting of the Membership.

17.11. The Directors shall appoint one of their numbers to be the chairperson of the Board of Directors and may remove him or her from that office. Unless he or she is unwilling to do so, the Director so appointed shall preside at every meeting of the Directors at which he or she is present. If there is no chairperson of the Board of Directors, or if the Director holding that position is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairperson of the meeting.

17.12. All acts done by any meeting of the Directors, of any delegate of the Board of Directors pursuant to Article 19, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or 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 Director and had been entitled to vote.

17.13. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or signed by all Members of a committee constituted pursuant to Article 16 or signed by an individual delegate pursuant to Article 16 shall be as valid and effectual as if it had been passed at a meeting of the Directors. Such a resolution may consist of several documents in identical form each signed by one or more Directors or Members of the committee (as the case may be).

17.14. The Directors may invite any third party to attend a meeting of the Board as an observer or adviser, provided that the observer or adviser shall take no part in any vote or decision taken by the Directors.

18. MINUTES

18.1. The Directors shall cause minutes to be made in appropriate records kept for the purposes:

18.1.1. of recording the names and addresses of all Members; and of all appointments of officers made by the Directors; and

18.1.2. of all proceedings at meetings of the Charity and of the Directors, including the names of Directors and Board Observers present at each such meeting.

19. ACCOUNTS AND ANNUAL REPORT

19.1. No Member shall have any right of inspecting any Company Records of the Charity except as conferred by statute or authorised by the Directors or by ordinary resolution of the Charity.

19.2. The Directors must prepare Company Records as required by the Act.

19.3. The Directors shall comply with the requirements of the Charities Act 1993 (and any subsequent modification or replacement) with regard to statement of accounts, preparation of an annual report, preparation of an annual return and their transmission to the Commission.

19.4. The Directors shall notify the Commission of any changes to the Charity's entry on the Register of Charities.

20. NOTICES

20.1. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

20.2. Where the Act permits, the Charity may give written notice or send documents to a Member either personally or by sending them in an Electronic Form to the Member's Electronic Address. Such documents or notice will be validly sent provided the Member has provided an Electronic Address to the Charity and notified the Charity that it is willing to receive notices to that Electronic Address, and the Charity complies with the other requirements of the Act.

20.3. Subject to any requirement of the Act, documents and notices may be sent to the Charity in Electronic Form to the address specified by the Charity for that purpose and such documents and notices sent to the Charity are sufficiently authenticated if the identity of the sender is confirmed in the way the Charity has specified.

20.4. Where a notice is sent in an Electronic Form, notice shall be deemed to have been given at the expiration of 72 hours after the Electronic Form containing the same is sent. A Member present in person at any meeting of the Charity shall be deemed to have received notice of that meeting and, where required, the purpose for which it was called.

21. INDEMNITY

21.1. Subject to the provisions of, and so far as may be permitted by, the Act and the Charities Act 1993 (and any subsequent modification or replacement) but without prejudice to any indemnity to which the person concerned may be otherwise entitled, every Director or other officer of the Charity shall be indemnified out of the assets of the Charity against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or the exercise of his or her powers or otherwise in relation to or in connection with his or her duties, powers or office, providing that any such indemnity in relation to a Director shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which the Director may be guilty in relation to the Charity to the extent that it constitutes a qualifying third party indemnity provision as defined in Section 234 of the Act. The Charity may also, subject to the Act, provide funds to any Director or other officer (excluding the Auditors) or do anything to enable a Director or other officer to avoid incurring expenditure of the nature described in Section 205 of the Act.

22. BOARD OBSERVERS

22.1. Each of the following persons shall have the status of Board Observer:

22.1.1. The Vice President;

22.1.2. The Bursar; and

22.1.3. The President-elect

22.2. Subject to Article 22.4, Board Observers shall have the right to:

22.2.1. be given notice of all meetings of the Directors (and furnished with information in respect of the same);

22.2.2. attend and be present at all meetings of the Directors convened in accordance with Article 21;

22.2.3. (at the absolute discretion of the Chair) speak at any such meeting of the Directors; and

22.2.4. provide information to the Directors in respect of the business of any such meeting,

22.3. except that, for the avoidance of doubt, each Board Observer shall have no right to vote at any such meeting and no authority to bind the Charity in any way.

22.4. A majority of the Directors may decide in their sole discretion and acting reasonably that one or more of the Board Observers (except for the Vice President, who shall not be included in the terms of this Article 26.3) should be required to leave part or all of any meetings of the Directors.

22.5. Board Observers shall not be or be regarded as directors or shadow directors of the Charity, provided they do not hold themselves out to any third party as representing or acting on behalf of the Charity.

23. LAWS AND REGULATIONS

23.1. Subject to Article 27.2, the Cambridge Union Society Members may from time to time establish Laws and Regulations to govern their conduct as Cambridge Union Society Members and to regulate the student-run activities of the Charity. The Laws and Regulations regulate the following matters but are not restricted to them:

23.1.1. the admission of Cambridge Union Society Members and the rights of such members, and the entrance fees, subscriptions and other fees or payments to be made by Cambridge Union Society Members;

23.1.2. the conduct of Cambridge Union Society Members in relation to one another;

23.2. No Law or Regulation, or any amendment or addition thereto, may:

23.2.1. fetter the rights or powers of the Directors;

23.2.2. fetter the rights or powers of the Members; or

23.2.3. extend the powers of the Charity beyond what is permitted by these Articles (as amended from time to time).

23.3. Subject to Article 23.2, the Cambridge Union Society Members shall have the power to alter or repeal the Laws and Regulations and to make additions thereto. The procedures for making such alterations, repeals or additions are contained in the Laws and Regulations.

23.4. Nothing in the Laws and Regulations shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Charity, these Articles or the Governance Framework. In the event of a conflict between these documents firstly, the provisions of the Memorandum of Association and the Articles shall prevail and, secondly, the provisions of the Governance Framework shall prevail.

23.5. The Cambridge Union Society Members shall adopt such means as they deem sufficient to bring to the notice of Members and Cambridge Union Society Members all such Laws, Regulations or byelaws made pursuant to this Article 27, which, so long as they shall be in force, shall be binding on all Cambridge Union Society Members.