

KCLSU Annual General Meeting 2018

Special Resolution

Special Resolution to amend the KCLSU Articles of Association

- Special Resolution proposed by KCLSU Trustees for decision by KCLSU Annual General Meeting and King's College London Council.

Background

Articles of Association are the rules that govern KCLSU. We are required to have these by law because we are a company and a charity. KCLSU's current Articles of Association have been in place since 2011, new legislation has come into force since this date.

The National Union of Students have created new model Articles of Association in response to changes in legislation. The Model Articles were developed by NUS and Bates Wells and Braithwaite, a legal firm with a long history, and expertise in Students' Unions. These Articles are the recommended policy of NUS.

KCLSU is proposing to update our Articles of Association to reflect these model Articles in order

- To be legally compliant
- To be more straightforward

The key changes in the new model Articles are:

- Change to our Charitable Objects
 - stated in a more simplified way
 - Confirms the recognition of KCLSU as the representative channel, in accordance with our Memorandum of Understanding with KCL.
- Changes to our Powers
 - The new Articles give a number of additional and a few altered powers.
 - Some have been taken from our current charitable objects and made into powers.

There are three appended documents

1. [KCLSU's current Articles of Association](#)
2. [The proposed new Articles of Association for approval](#)
3. [An annotated version of the new Articles](#) which demonstrates all of the changes that are being proposed. In this annotation ~~red strikethrough~~ indicates words that have been removed from the new Articles, ~~blue~~ words indicate words that have been added to the new Articles, ~~green strikethrough~~ indicate words that have been retained, but moved, and ~~green~~ indicates the words in their new location.

Proposed Timeline for changes

When	Who	Decision/Action Needed
09/17	KCLSU Governance & Policy Committee	Decision on whether to put forward new articles for approval
10/17	KCLSU Trustee Board	Approval of decision from G&P Committee
11/17	KCL College Council	Paper for information – KCLSU will be proposing new Articles to members
12/17	KCLSU Trustee Board	Final version of Articles proposed to Trustee Board for approval
01/18	KCLSU Annual General Meeting Notice	Articles submitted as a Special Resolution to AGM
02/18	KCLSU Annual General Meeting	Articles proposed to members as a special resolution for approval
03/18	KCL College Council	Submit new Articles for approval by Council (Article 8 – no alternations to Articles can be made without approval)
04/18	Charity Commission & Companies House	Any changes that need to be approved by Charity Commission, and file paperwork.

Process of approval

- Members have to vote, approving the new articles, using the process set out in the existing articles – these are being proposed through this Special Resolution. Notice of the AGM with 14 clear days (Article 23). The quorum of AGM is 125 members. A poll (online voting) will be opened alongside the meeting – Trustees have to approve this (Article 35).
- A 75% vote in favour is required for new articles to be passed as a special resolution (Article 47)
- KCL has a vote equal to 26% of the total number of votes when amending Articles (Article 37)
- Following an approval vote from members, the new articles must also be approved by College, through College Council (Article 8)

For vote by KCLSU Annual General Meeting – Requires a 75% majority by the eligible to vote (in person and by proxy) at the Annual General Meeting, and then approval from the King's College London Council.

These changes will be considered Regulated Changes by the Charity Commission. More information on this can be viewed at <https://www.gov.uk/guidance/how-to-make-changes-to-your-charitys-governing-document>

The Regulated Changes are from the NUS Model Articles of Association, and have been approved by the Charity Commission. On this basis KCLSU will not need to seek additional approval for Regulated Changes.

1. This Special Resolution asks to amend and update KCLSU's Articles of Association in accordance with the attached proposed Articles.