

Liverpool Guild of Students General Meeting – 30th April 2025 or any adjourned meeting Explanatory Notes

Liverpool Guild of Students

The Guild of Students (the Guild) is the students' union for the University of Liverpool and is the official representative body of the student population. The Guild is a registered charity and a company limited by guarantee.

General Meeting (GM)

A General Meeting under company law can be called by the Trustee Board or by the members of the company should enough of them agree and sign a petition to do so.

The Trustee Board have called this General Meeting in accordance with the Guild's Articles of Association and have put forward one resolution for decision by the membership.

Trustee Board of the Guild of Students

The Trustee Board oversees the Guild of Students. Comprised of sabbatical, external and student trustees, the Board ensures the good governance of the Guild. Its role is to ensure the Guild operates within its legal framework, is financially viable and protects the organisation from adverse reputational issues.

Resolutions at General Meetings

There are two types of resolution that can be put before a general meeting, an ordinary resolution and a special resolution.

Ordinary resolutions require only a simple majority for them to be passed at a general meeting whilst special resolutions require no less than a 75% majority in order for them to be passed.

Special Resolution

The resolution placed before this general meeting seeking to amend the Articles of Association (the governing document of the Guild) is a special resolution and therefore requires a 75% majority to be approved under company law.

This explanatory note confirms changes made to the Guild's Articles of Association and has been prepared by the Guild's Governance Manager. In accordance with the University Ordinances these changes were agreed by the University Senate meeting on 19th March 2025 and University Council by Chair's action. The changes were then agreed by the Guild's Trustee Board on 27th March 2025.

Proposed Changes

The Guild's Articles of Association were last reviewed in 2021 where drafting amends were made. In conjunction with the University at the last review cycle it was decided to align the Guild's governing and subsidiary documents to a five-year review cycle so that all documents could be reviewed together, therefore due for review again in February 2025 (when the MOU was due for review).

In 2016 the Guild adopted changes (whilst maintaining bespoke elements to the clauses) from an updated set of National Union of Students (NUS) Model Articles which were passed by special resolution at a general meeting on 10th May 2016. The NUS have recently developed a new set of Model Articles for Students Unions in conjunction with Bates Wells Solicitors, which at the time of the Guild's review (February 2025) were currently awaiting Charity Commission approval on regulated elements. After meeting with Bates Wells, it was decided that the Guild's Articles of Association were fit for purpose and the Guild would adopt some none-regulated recommendations from the new NUS Model Articles along with wording changes to reflect current practice, which are detailed in the table below:

Change	Article no.	Explanation
Added original and revision dates	Page 2	Added original date that the document was adopted upon Incorporation and Revision dates.
Reworded Permitted benefits to Members	6.2	Adopted re-wording recommendation from new NUS Model Articles to allow trustees to purchase goods from Guild outlets whilst they are in the building eg purchase lunch from the Guild's retail store.
Change of date related to Replacement of trustees	42.1, 42.2	Changed 'Academic Year' to 'term of office' after clarifying with Bates Wells that these terms had been used interchangeably in previous versions of the NUS Model Articles. Changing to 'term of office' reflects what would practically happen in terms of replacing a Sabbatical Trustee dependent on the timing. This matches the Bye-Laws.
Remove wording related to cheques or payments above a certain amount	45.1	Removed 'as set out in the Bye-Laws' to reflect current practice as financial sign off levels are detailed in the Scheme of Delegation and internal documents.
Set enhanced majority level for Decisions without a meeting	58.1	Removed the option of 66% (8 trustees) so that an enhanced majority is set as 75% (9 trustees) to provide clarity what level an enhanced majority is.
Reworded Bye-Laws administrative arrangements	62	Reworded section to reflect the process of how the Bye-Laws are amended (approved by Trustees). Used the wording from the new NUS Model Articles which empowers trustees to change Bye-Laws and was a recommendation from Bates Wells to clarify in this review cycle.
Added wording to Approval of Minutes	65.1.3	Added 'by appropriate means' to reflect current practice that Minutes are approved by the Chair via e-mail.
Electronic storing of Minutes	65.3	Added 'be kept electronically and hard copied be kept in the Guild's offices' to reflect current practice that Minutes are stored electronically.
Academic Year	70.1.1	Changed from 'three terms' to 'two semesters' to reflect the University of Liverpool Academic Year.