
Constitution
of
University of Cumbria Student's Union

University of Cumbria Students' Union
Bowerham Road
Lancaster
LA1 4HU

Charity Number: 1140647

Table of Contents

1.	Definitions and Interpretation.....	4
2.	Name	4
3.	National location of principal office.....	4
4.	Objects.....	4
5.	Powers	4
6.	Limitation on private benefits	7
7.	Liability of Members.....	9
8.	Dissolution	9
9.	Reviewing and Amending the Constitution.....	9
10.	Becoming a Member	10
11.	Termination of Membership	10
12.	Code of Conduct	11
13.	Associate membership.....	11
14.	Referendums.....	11
15.	Members' decisions.....	12
16.	General meetings	12
17.	Written resolution.....	19
18.	Appointment of Trustees.....	20
19.	Sabbatical Trustees and Officers.....	21
20.	Student Trustees	22
21.	External Trustees.....	22
22.	Disqualification, Resignation and Removal of Trustees	22
23.	Removal of Trustees by the Members or the Student Council	23
24.	Removal of Trustees by the Board.....	23
25.	Removal of Elected Officers	23
26.	Replacement of Trustees	24
27.	Trustees' general authority	24
28.	Trustees may delegate	25
29.	Committees	26
30.	Delegation of day-to-day management powers to the Chief Executive.....	26
31.	The Executive Committee	27
32.	Trustees to take decisions collectively	27
33.	Trustees' meetings	27
34.	Calling a Trustees' meeting.....	27
35.	Length of Notice.....	28
36.	Contents of Notice.....	28

37.	Service of Notice	28
38.	Participation in Trustees' meetings	28
39.	Quorum for Trustees' meetings.....	28
40.	Chair and Deputy Chair	29
41.	Casting vote	29
42.	Unanimous decisions without a meeting	29
43.	Conflicts of interest	30
44.	Register of Trustees' interests	30
45.	Student Council	31
46.	Bye-Laws	31
47.	Communications	31
48.	Secretary.....	33
49.	Minutes.....	33
50.	Keeping of Registers	34
51.	Records and accounts.....	34
52.	Irregularities.....	34
54.	Contracts and documents.....	34
55.	Disputes	35
56.	Defined terms.....	36
	Schedule 1 Rights of Members to require a general meeting.....	41
	Schedule 2 Proxies	42
	Schedule 3 Postal or email voting	44

University of Cumbria Students' Union

Constitution

BACKGROUND

- A. University of Cumbria Students' Union (the "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Members.
- B. The Union will seek at all times to:
 - (i) ensure that the diversity of its Membership is recognised and that equal access is available to all Members of whatever origin or orientation;
 - (ii) pursue its aims and objectives independent of any political party or religious group; and
 - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- C. This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.
- D. Under the Education Act 1994, University of Cumbria Students' Union has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside the University of Cumbria in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Members are met.

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in this Constitution are set out in clause 54. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

2. Name

The name of the charitable incorporated organisation (“the Union”) is:

University of Cumbria Students’ Union

3. National location of principal office

The Union must have a principal office in England or Wales. The principal office of the Union is in England.

4. Objects

The objects of the Union are the advancement of education of Students at University of Cumbria for the public benefit by:

- 4.1 promoting the interests and welfare of Students at the University of Cumbria during their course of study and representing, supporting and advising Students;
- 4.2 being the recognised representative channel between Students and the University of Cumbria and any other external bodies; and
- 4.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

5. Powers

To further its objects, but not to further any other purpose, the Union may:

- 5.1 provide services and facilities for Members;
- 5.2 establish, support, promote and operate a network of student activities for Members;
- 5.3 support any RAG or similar fundraising activities carried out by Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 5.4 alone or with other organisations:
 - 5.4.1 carry out campaigning activities;

- 5.4.2 seek to influence public opinion; and
- 5.4.3 make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
- 5.5 provide or procure the provision of advice, counselling and guidance;
- 5.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;
- 5.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 5.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 5.9 provide or appoint others to provide advice, guidance, representation and advocacy;
- 5.10 enter into contracts to provide services to or on behalf of other bodies;
- 5.11 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 5.12 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 5.13 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 5.14 undertake and execute charitable trusts;
- 5.15 subject to such consent as may from time to time be required by law, amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 5.16 pay out of the funds of the Union the costs of forming and registering the Union;
- 5.17 accept (or disclaim) gifts of money and any other property;
- 5.18 raise funds by way of subscription, donation or otherwise;
- 5.19 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

- 5.20 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Union must comply as appropriate with the Act);
- 5.21 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Union must comply as appropriate with the Act if it wishes to mortgage land);
- 5.22 make grants or loans of money and give guarantees;
- 5.23 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Union, including (without limitation) by creating permanent endowment;
- 5.24 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.25 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
 - 5.25.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 5.25.2 every transaction is reported in a timely manner to the Trustees;
 - 5.25.3 the performance of the investments is reviewed regularly by the Trustees;
 - 5.25.4 the Trustees are entitled to cancel the delegation at any time;
 - 5.25.5 the investment policy and the delegation arrangements are reviewed regularly;
 - 5.25.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and
 - 5.25.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 5.26 arrange for investments or other property of the Union to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 5.27 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.28 open and operate bank accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 5.29 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;

- 5.30 incorporate and acquire subsidiary companies to carry on any trade;
- 5.31 subject to clause 6 (Limitation on private benefits):
 - 5.31.1 engage and pay employees, consultants and professional or other advisers; and
 - 5.31.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of the Union and to their spouses and dependants;
- 5.32 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Union;
- 5.33 provide indemnity insurance for the Trustees or any other officer of the Union in accordance with, and subject to the conditions in, Section 189 of the Act; and
- 5.34 do all such other lawful things as may further the Union's objects.

6. Limitation on private benefits

- 6.1 The income and property of the Union shall be applied solely towards the promotion of its objects.

Permitted benefits to Members

- 6.2 No part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This shall not prevent any payment in good faith by the Union of:
 - 6.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;
 - 6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union (including services performed by the Member under a contract of employment with the Union), provided that if such Member is a Trustee clauses 6.3 or 6.4 shall apply;
 - 6.2.3 interest at a reasonable and proper rate on money lent by any Member to the Union;
 - 6.2.4 any reasonable and proper rent for premises let by any Member to the Union; and
 - 6.2.5 any payments to a Member who is also a Trustee which are permitted under clauses 6.3 or 6.4.

Permitted benefits to Trustees and Connected persons

- 6.3 No Trustee may:
 - 6.3.1 sell goods, services or any interest in land to the Union;
 - 6.3.2 be employed by, or receive any remuneration from, the Union; or
 - 6.3.3 receive any other financial benefit from the Union unless:

- (a) the payment is permitted by clause 6.4 authorised by the court or the Charity Commission; and
- (b) the Trustee concerned (including in the case of a person who is Connected with a Trustee, the Trustee to whom that person is Connected) has complied with clause 42).

6.4 A Trustee may receive the following benefits from the Union:

- 6.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from the Union in their capacity as a beneficiary of the Union;
- 6.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by the Union for, or may pay out of the Union's property, reasonable expenses properly incurred by them when acting on behalf of the Union;
- 6.4.3 a Sabbatical Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to the Union on the instructions of the Trustees provided that:
 - (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and persons Connected with a Trustee under contracts of employment with the Union;
 - (b) the amount or maximum amount of the remuneration is set out in an agreement in writing between the Union and the Sabbatical Trustee or person Connected with a Trustee providing the goods or services (which for the avoidance of doubt may be a contract of employment);
 - (c) before entering into the agreement described at clause 6.4.3(b) the Trustees must be satisfied that it would be in the best interests of the Union for the goods or services to be provided by the Sabbatical Trustee or the person Connected with a Trustee for the amount or maximum amount set out in that agreement;;
 - (d) subject to clause 6.4.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (e) subject to clause 6.5, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee); and
 - (f) at all times the provisions of the Education Act are complied with;
- 6.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to the Union;
- 6.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to the Union; and

- 6.4.6 the Union may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 5.33

provided that where benefits are conferred under clause 6.4, clause 42 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

- 6.5 Where a vacancy arises on the Board of Trustees with the result that clause 6.4.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any person who is Connected with a Trustee who is receiving remuneration in accordance with clause 6.4.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

7. Liability of Members

- 7.1 If the Union is wound up, each Member is liable to contribute to the assets of the Union such amount (but not more than £1) as may be required for payment of the debts and liabilities of the Union contracted before that person ceases to be a Member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing Members among themselves.
- 7.2 In clause 7.1 “Member” includes any person who was a Member within 12 months before the commencement of the winding up.
- 7.3 But subject to that, the Members have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

8. Dissolution

- 8.1 The Members may pass a resolution in accordance with this Constitution to the effect that the Union should be wound up voluntarily or that an application should be made to the Charity Commission for the dissolution of the Union.
- 8.2 Subject to the payment of all the Union’s debts:
- 8.2.1 any resolution for the winding up of the Union, or for the dissolution of the Union without winding up, may contain a provision directing how any remaining assets of the Union shall be applied;
 - 8.2.2 if the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Union shall be applied; and
 - 8.2.3 in either case the remaining assets must be applied for charitable purposes which are the same as or similar to those of the Union.
- 8.3 If the Union is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

9. Reviewing and Amending the Constitution

- 9.1 The University of Cumbria shall be required to review the provisions of this Constitution at intervals of not more than five years.
- 9.2 Any amendment to the Constitution shall require the following:
- 9.2.1 A resolution of the Members passed in accordance with this Constitution; and
- 9.2.2 The approval of the University of Cumbria.
- 9.3 Amendments to the Constitution do not take effect until the requirements in clause 9.2 have been satisfied and the amendments have been registered by the Charity Commission in accordance with the Act.
- 9.4 In accordance with section 226 of the Act, any alteration of clause 4 (Objects), clause 8 (Dissolution), or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or Members or persons Connected with them, requires the prior written consent of the Charity Commission.
- 9.5 The power of the Union to amend its Constitution is not exercisable in any way which would result in the Union ceasing to be a charity.

PART 2

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

10. Becoming a Member

10.1 The Members shall be as follows:

- 10.1.1 each and every Student who has not opted out by notifying the University of Cumbria or the Union of their wish not to be a Member; and
- 10.1.2 the Sabbatical Officers.

10.2 The names of the Members shall be entered in the register of Members.

10.3 Members shall be entitled to the benefits set out in the Code of Practice.

11. Termination of Membership

Membership shall not be transferable and shall cease on death. A Member shall cease to be a Member if:

- 11.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with the University of Cumbria is revoked by the University of Cumbria;
- 11.2 they cease to be a Sabbatical Officer;
- 11.3 they opt out of Membership by giving written notice to the Union in accordance with the Bye-Laws; or

- 11.4 a decision is made to remove them from Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Members.

12. Code of Conduct

- 12.1 The Board of Trustees will establish and monitor a "code of conduct" that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Union.
- 12.2 The code of conduct or the disciplinary procedure for Members may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of some of the rights and privileges of Membership, including the holding of office.

ASSOCIATE MEMBERS

13. Associate membership

- 13.1 The Trustees may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with the Bye-Laws.
- 13.2 Associate members shall be non-voting members and will not be Members for any purpose.

REFERENDUMS

14. Referendums

- 14.1 A Referendum may be called on any issue by:
- 14.1.1 a resolution of the Trustees;
 - 14.1.2 a resolution of Executive Committee (in accordance with the Bye-Laws);
 - 14.1.3 a majority vote of the Student Council; or
 - 14.1.4 subject to clauses 1.1 and 1.1.1 a Secure Petition signed or agreed to by at least 100 Members.
- 14.2 Subject to clauses 1.1 and 1.1.1, a resolution may only be passed by Referendum if:
- 14.2.1 at least 5% of Members cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution;
 - 14.2.2 at least 5% of Members based on each main campus location cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.
- 14.3 Referendums shall be conducted in accordance with this Constitution and the Bye-Laws.

- 14.4 Subject to clause 26.3, the Members may set Policy by Referendums. Policy set by Referendums may overturn Policy set by the Student Council but not Policy set by the Members in general meeting.

MEMBERS' DECISIONS

15. Members' decisions

- 15.1 Decisions of the Members may be taken either:

- 15.1.1 by means of a resolution passed at a general meeting (in accordance with clause 16); or
- 15.1.2 by means of a written resolution (in accordance with clause 17).

Decisions which must be made by the Members

- 15.2 Any decision to:

- 15.2.1 amend the Constitution;
- 15.2.2 amalgamate the Union with, or transfer its undertaking to, one or more other charitable incorporated organisations, in accordance with the Act; or
- 15.2.3 wind up the Union voluntarily or dissolve the Union (including transferring its business to any other charity);

must be made by a resolution of the Members (rather than a resolution of the Trustees).

Duty of Members

- 15.3 Each Member must exercise the powers which they have in their capacity as Member in the way that they decide, in good faith, would be most likely to further the objects of the Union.

Members' resolutions and conflicts of interest

- 15.4 A Trustee who would benefit personally, whether directly or indirectly, from a transaction or arrangement into which the Union proposes to enter must not take part in any decision of the Members whether or not to enter into that transaction or arrangement.
- 15.5 Clause 15.4 does not apply where the transaction or arrangement proposed to be entered into by the Union cannot reasonably be regarded as likely to give rise to a conflict of interest.

16. General meetings

Taking decisions at a meeting

- 16.1 Any decision of the Members of the Union may be taken by means of a resolution at a general meeting.
- 16.2 Unless clause 16.3 applies, such a resolution must be passed by a simple majority of those Members voting at the general meeting (including proxy votes and, if voting that way is permitted, votes cast by postal or email ballot).
- 16.3 The following resolutions must be passed by a 75% majority of those Members voting at the general meeting (including proxy votes and, if voting that way is permitted, votes cast by postal or email ballot):
 - 16.3.1 any decision to amend the Constitution;
 - 16.3.2 any decision to amalgamate the Union with, or transfer its undertaking to, one or more other charitable incorporated organisations, in accordance with the Act; or
 - 16.3.3 any decision to wind up the Union voluntarily or dissolve the Union.

Annual General Meeting

- 16.4 The Union must hold an annual general meeting within 18 months of registration of the Union and afterwards once in each Academic Year. It shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.

Location of general meetings

- 16.5 All general meetings may be carried out at one single venue or simultaneously at separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

Calling of general meetings

- 16.6 The Trustees must call an annual general meeting in accordance with clause 16.4. The Trustees may call any other general meeting of the Members at any time.
- 16.7 The Trustees must, within 21 days, call a general meeting of the Members if they receive a request to do so in accordance with Schedule 1 to this Constitution.
- 16.8 If the Trustees fail to comply with the obligation to call a general meeting at the request of the Members under clause 16.7, then the Members who requested the meeting may themselves call a general meeting.
 - 16.8.1 A general meeting called in this way must be held not more than three months after the date when the Members first requested the meeting.
 - 16.8.2 The Union must reimburse any reasonable expenses incurred by the Members in calling a general meeting by reason of the failure of the

Trustees to duly call the meeting, but the Union shall be entitled to be indemnified in relation to such expenses by the Trustees who were responsible for the failure.

Notice of general meetings

- 16.9 At least 14 Clear Days' notice of a general meeting of the Members must be given to all of the Members and to any Trustee who is not a Member.
- 16.10 The notice of any general meeting must:
- 16.10.1 state the place, date and time of the general meeting;
 - 16.10.2 give particulars of any resolution which is to be moved at the general meeting, and of the general nature of any other business to be dealt with at the general meeting;
 - 16.10.3 if a proposal to alter this Constitution is to be considered at the general meeting, include the text of the proposed alteration.
- 16.11 If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:
- 16.11.1 ratification of minutes of the previous annual general meeting;
 - 16.11.2 receiving the report of the Trustees on the Union's activities since the previous annual general meeting;
 - 16.11.3 receiving the accounts of the Union for the previous financial year;
 - 16.11.4 appointment of the auditors (if appropriate) and delegation to the Trustees of the setting of the auditors' remuneration (if appropriate);
 - 16.11.5 approving the list of affiliations of the Union; and
 - 16.11.6 open questions to the Trustees by the Members.
- 16.12 Clause 46 (Communications) shall apply when determining when notice of a general meeting is received.

Quorum at general meetings

- 16.13 No business shall be transacted at any general meeting unless a quorum is present.
- 16.14 50 persons entitled to vote upon the business to be transacted (each being a Member or a proxy for a Member) or 1% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum.
- 16.15 Members may be asked to present valid identification before being permit to vote.
- 16.16 If a quorum is not present within half an hour from the time appointed for the meeting:

16.16.1 the Chair of the Meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as they think fit; and

16.16.2 failing adjournment by the Chair of the Meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine;

and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chairing general meetings

16.17 The chair of Student Council or in their absence the Deputy Chair shall preside as Chair of the Meeting. In the absence of the chair of Student Council and the Deputy Chair, the Members present and entitled to vote shall choose one of their number to be Chair of the Meeting.

Attendance and speaking by Trustees and non-Members

16.18 A Trustee may, even if not a Member, attend and speak at any general meeting.

16.19 The Chair of the Meeting may permit other persons who are not Members to attend and speak (but not vote) at any general meeting.

Adjournment

16.20 The Chair of the Meeting may adjourn a general meeting at which a quorum is present if:

16.20.1 the meeting consents to an adjournment; or

16.20.2 it appears to the Chair of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

16.21 The Chair of the Meeting must adjourn a general meeting if directed to do so by the meeting.

16.22 When adjourning a general meeting, the Chair of the Meeting must:

16.22.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

16.22.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

16.23 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Trustees must give at least 7 Clear Days' notice of it:

16.23.1 to the same persons to whom notice of the Union's general meetings is required to be given; and

16.23.2 containing the same information which such notice is required to contain.

- 16.24 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting

- 16.25 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Constitution.

Votes on a show of hands

- 16.26 For a vote on a resolution at a meeting via a show of hands, unless a poll is duly demanded, a declaration by the Chair of the Meeting that the resolution:

16.26.1 has or has not been passed; or

16.26.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with clause 48 (Minutes) is also conclusive evidence of that fact without such proof.

- 16.27 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each, subject to clauses 16.29, 16.30 and 16.49:

16.27.1 each Member present in person; and

16.27.2 each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution

provided that if a person attending the meeting falls within both of clauses 16.27.1 and 16.27.2, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 16.28 On a vote on a resolution which is carried out by a poll, the following persons have one vote each (subject to clauses 16.29, 16.30 and 16.49):

16.28.1 every Member present in person; and

16.28.2 every Member present by proxy.

Votes cast by post or email in accordance with this Constitution will also be taken into account.

General

- 16.29 A Member who has cast a valid postal or email vote must not vote at the meeting, but can be counted in the quorum for the meeting. A Member who has cast an invalid

vote by post or email is allowed to vote at the meeting and counts towards the quorum.

- 16.30 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting shall be entitled to a casting vote in addition to any other vote they may have.

Errors and disputes

- 16.31 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chair of the Meeting whose decision is final.

Poll

- 16.32 A poll on a resolution may be demanded:

16.32.1 in advance of the general meeting where it is to be put to the vote; or

16.32.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 16.33 A poll may be demanded by:

16.33.1 the Chair of the Meeting;

16.33.2 the Trustees;

16.33.3 two or more persons having the right to vote on the resolution;

16.33.4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote on the resolution, holds two or more votes; or

16.33.5 a person or persons representing not less than one tenth of the total voting rights of the Members having the right to vote on the resolution.

- 16.34 The Chair of the Meeting must demand a poll on a resolution in relation to which postal or email votes have been cast.

- 16.35 A demand for a poll may be withdrawn if:

16.35.1 the poll has not yet been taken; and

16.35.2 the Chair of the Meeting consents to the withdrawal.

- 16.36 Subject to the Constitution, polls at general meetings must be taken when, where and in such manner as the Chair of the Meeting directs.

- 16.37 The Chair of the Meeting may appoint scrutineers (who need not be Members) and decide how and when the result of the poll is to be declared.

16.38 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

16.39 A poll on:

16.39.1 the election of the Chair of the Meeting; or

16.39.2 a question of adjournment;

must be taken immediately.

Other polls must be taken within 30 days of their being demanded.

16.40 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

16.41 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken.

Proxies

16.42 A Member is entitled to appoint another Member as their proxy in accordance with Schedule 2 to exercise all or any of their rights to attend and speak and vote at a meeting of the Union. A proxy must vote in accordance with any instruction given by the Member by whom the proxy is appointed.

Postal and email votes

16.43 The Union may, if the Trustees so decide, allow the Members to vote by post or electronic mail ("email") to elect Trustees or to make a decision on any matter that is being decided at a general meeting of the Members in accordance with Schedule 3.

Attendance and speaking of Member

16.44 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

16.45 A person is able to exercise the right to vote at a general meeting when:

16.45.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

16.45.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

16.46 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it (but shall be under no obligation to do so).

- 16.47 In determining whether Members are participating in a general meeting, it is irrelevant where any Member is or how they communicate with each other.
- 16.48 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 16.49 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Union by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Amendments to resolutions

- 16.50 A resolution to be proposed at a general meeting may only be amended by resolution, if:
- 16.50.1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 16.50.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

17. Written resolution

- 17.1 Subject to this clause, a written resolution of the Members shall be effective if it is agreed by:
- 17.1.1 a simple majority of the eligible Members; or
- 17.1.2 in the case of:
- (a) any decision to amend the Constitution;
 - (b) any decision to amalgamate the Union with, or transfer its undertaking to, one or more other charitable incorporated organisations, in accordance with the Act; or
 - (c) any decision to wind up the Union voluntarily or dissolve the Union;
- all of the eligible Members.

- 17.2 In relation to a resolution proposed as a written resolution of the Union the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 17.3 On a written resolution each Member shall have one vote.
- 17.4 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.
- 17.5 The required majority of eligible Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 17.6 A Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:
- 17.6.1 identifying the resolution to which it relates; and
- 17.6.2 indicating the Member's agreement to the resolution.
- 17.7 For the purposes of clause 17.6 a document may be authenticated by the Member's signature, by a statement of the Member's identity accompanying the document, or in such other manner as the Union has specified.

The written resolution takes effect once the agreement of the required majority of Members has been received by the Union.

PART 3

TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

18. Appointment of Trustees

- 18.1 The first Trustees until and including the Effective Date are:

Insert Sabbatical Trustee 2020/21

Insert Sabbatical Trustee 2020/21

Insert Sabbatical Trustee 2020/21

Insert Student Trustee 2020/21

Insert Student Trustee 2020/21

Insert Student Trustee 2020/21

Insert External Trustee

Insert External Trustee

Insert External Trustee.

- 18.2 On the day immediately following the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the academic year 2020/21 shall be the Trustees of the Union and shall be deemed to be the Union's Sabbatical Trustees, Student Trustees and External Trustees as appropriate. Thereafter, the Trustees shall be made up of the following persons:

18.2.1 not more than three Sabbatical Trustees, elected in accordance with clause 19;

18.2.2 not more than three Student Trustees, appointed in accordance with clause 20;

18.2.3 not more than three External Trustees, appointed in accordance with clause 20.5.

Eligibility for trusteeship

- 18.3 No one may be appointed as a Trustee if they are under the age of 18 years.

Information for new Trustees

- 18.4 The Trustees will make available to each new Trustee, on or before their first appointment:

18.4.1 a copy of this Constitution and any amendments made to it; and

18.4.2 a copy of the Union's latest Trustees' annual report and statement of accounts.

Minimum number of Trustees

- 18.5 There must be at least six Trustees. If the number falls below this minimum, the remaining Trustee or Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the Members to elect further Trustees.

19. Sabbatical Trustees and Officers

- 19.1 Sabbatical Officers shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws. The Sabbatical Officers shall be elected to posts specified in the Bye-Laws.

- 19.2 The Sabbatical Officers from time to time shall be the Sabbatical Trustees. Except where otherwise indicated, references in this Constitution to "Sabbatical Trustees" are to individuals acting solely in their capacity as Sabbatical Trustees.

- 19.3 The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may be re-elected for a maximum further term of one year by the Members at an election to be held in

accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.

- 19.4 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with clause 10, each Sabbatical Officer shall become a Member on commencement of their appointment or re-appointment as a Sabbatical Officer. Such Membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.
- 19.5 The Sabbatical Officers shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 19.6 At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Sabbatical Officer shall be as set out in the Bye-Laws.

20. Student Trustees

- 20.1 Subject to clause 20.2 below, Student Trustees shall be appointed by a simple majority vote of the Appointments Committee
- 20.2 Each Student Trustee must be a Student at the time of their appointment (and for the duration of their term as a Student Trustee).
- 20.3 Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 20.4 A Student Trustee may serve a maximum of three terms which may be either consecutive or non-consecutive.

20.5 External Trustees

- 20.6 External Trustees shall be appointed by a simple majority vote of the Appointments Committee
- 20.7 External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 20.8 External Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.

21. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

- 21.1 they die;
- 21.2 they are disqualified under the Act from acting as a trustee of a charity;

- 21.3 in the case of a Sabbatical Trustee, they cease to be or resign as a Sabbatical Officer or employee of the Union;
- 21.4 in the case of a Student Trustee, they cease to be a Student;
- 21.5 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from Membership in accordance with the Union's code of conduct or disciplinary procedure for Members;
- 21.6 they resign by notice in writing to the Union (but only if at least six Trustees will remain in office when the notice of resignation is to take effect);
- 21.7 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that they be removed from office;
- 21.8 they fail to attend three consecutive meetings of the Trustees without good reason or apologies and the Trustees resolve that the Trustee be removed for this reason; or
- 21.9 they are removed from office under clause 22 or 23.

22. Removal of Trustees by the Members or the Student Council

The office of a Trustee shall be vacated if:

- 22.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, conducted in accordance with the Bye-Laws.
- 22.2 a motion of no confidence in the Trustee is passed by a 75% majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 100 Members.

23. Removal of Trustees by the Board

The office of an External Trustee shall be vacated if a majority resolution of no confidence in the Trustee is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with clause 38.

24. Removal of Elected Officers

An Elected Officer shall be removed from office if they:

- 24.1 are removed from office as an Elected Officer by:
 - 24.1.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Members voting in a Referendum, conducted in accordance with the Bye-Laws.
 - 24.1.2 a motion of no confidence in the Elected Officer is passed by a 75% majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 100 Members;

provided that, in the case of a Sabbatical Officer, such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

25. Replacement of Trustees

- 25.1 If a Sabbatical Trustee resigns, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.
- 25.2 If a Sabbatical Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year ("the Outgoing Sabbatical Trustee") the vacancy shall be filled in accordance with the Bye-Laws. Any person elected under this clause may be required to assume the responsibilities of the Outgoing Sabbatical Trustee.
- 25.3 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be appointed to the vacancy in accordance with clause 1.1.
- 25.4 If an External Trustee resigns, is disqualified or is removed from office, an External Trustee (as appropriate) shall be appointed to the vacancy in accordance with clause 20.6.

TRUSTEES' POWERS AND RESPONSIBILITIES

26. Trustees' general authority

- 26.1 The Trustees shall manage the affairs of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) may for that purpose exercise all the powers of the Union. It is the duty of each Trustee:
 - 26.1.1 to exercise their powers and to perform their functions in their capacity as a Trustee in the way they decide, in good faith, would be most likely to further the purposes of the Union; and
 - 26.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular:
 - (a) to any special knowledge or experience that they have or purport to have; and
 - (b) if they act as a Trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- 26.2 The Board's powers under clause 26.1 shall include but not be limited to responsibility for:
 - 26.2.1 the governance of the Union;

- 26.2.2 the budget of the Union; and
 - 26.2.3 the strategy of the Union.
- 26.3 The Board of Trustees may override any decision or Policy made by the Members in general meeting or by Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
- 26.3.1 has or may have any financial implications for the Union;
 - 26.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 26.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 26.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in clause 26.1.
- 26.4 No alteration of this Constitution or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 26.5 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
- 27. Trustees may delegate**
- 27.1 Subject to this Constitution, the Trustees may delegate any of their powers or functions to any committee.
- 27.2 Subject to this Constitution, the Trustees may delegate the implementation of their decisions or day-to-day management of the affairs of the Union to any person or committee.
- 27.3 Subject to this Constitution, any delegation by the Trustees may be:
- 27.3.1 by such means;
 - 27.3.2 to such an extent;
 - 27.3.3 in relation to such matters or territories; and
 - 27.3.4 on such terms and conditions
- as they think fit.
- 27.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day-to-day management by any person or committee to whom they are delegated.

27.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

27.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

28. Committees

28.1 In the case of delegation to committees:

28.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

28.1.2 the composition of any committee shall be entirely in the discretion of the Trustees but must include at least one of their number;

28.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

28.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees; and

28.1.5 the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

28.2 The Trustees must establish the following committees (which is a non-exhaustive list) in accordance with their powers under clauses 27 and 28.1:

28.2.1 Executive Committee (as further described in clause 30);

28.2.2 Appointments Committee;

28.2.3 Risk, Resource and Compliance Committee.

28.3 For the avoidance of doubt, the Trustees may (in accordance with clauses 27 and 28.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for cheques or payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

28.4 The meetings and proceedings of any committee shall be governed by the clauses of this Constitution regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.

29. Delegation of day-to-day management powers to the Chief Executive

In the case of delegation of the day-to-day management of the Union to the Chief Executive:

- 29.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 29.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;
- 29.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts which are sufficient to explain the financial position of the Union; and
- 29.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

30. The Executive Committee

- 30.1 Unless the Trustees determine otherwise, the Executive Committee shall include:
 - 30.1.1 the Sabbatical Officers; and
 - 30.1.2 the Campus Representatives.
- 30.2 The Executive Committee's responsibility shall not include the duties of the Trustees as set out in clause 26 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.
- 30.3 The Chief Executive and any other member of Union staff may attend meetings of the Executive Committee at the request of the Executive Committee.
- 30.4 The Executive Committee shall meet in accordance with the Bye-Laws.

DECISION-MAKING BY TRUSTEES

31. Trustees to take decisions collectively

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with clause 41 (Unanimous decisions without a meeting).

32. Trustees' meetings

- 32.1 The Trustees must hold a minimum of four meetings in each Academic Year.
- 32.2 Guests or observers can attend meetings of the Trustees at the discretion of the Chair of the Meeting.

33. Calling a Trustees' meeting

Any two Trustees may, and the Chief Executive at the request of two Trustees must, call a Trustees' meeting at any time.

34. Length of Notice

A Trustees' meeting must be called by at least seven clear days' notice unless either:

- 34.1 all the Trustees agree; or
- 34.2 urgent circumstances require shorter notice.

35. Contents of Notice

Every notice calling a Trustees' meeting must specify:

- 35.1 the place, day and time of the meeting;
- 35.2 the general particulars of all business to be considered at such meeting; and
- 35.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

36. Service of Notice

Notice of Trustees' meetings must be given to each Trustee, and must be in writing. Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

37. Participation in Trustees' meetings

- 37.1 Subject to this Constitution, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Constitution; and
 - (b) they can each communicate to and receive from the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 37.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 37.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

38. Quorum for Trustees' meetings

- 38.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 38.2 Quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than five. Unless otherwise fixed, the quorum shall be five and such quorum must include at least two Sabbatical Trustees. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be three.

39. Chair and Deputy Chair

- 39.1 The Activities Officer shall be the Chair of the Trustees.
- 39.2 The Trustees must appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove them from that office. The role of the Deputy Chair will be to support the Chair.
- 39.3 The Chair or, in their absence, the Deputy Chair shall preside as Chair of the Meeting. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the Meeting.

40. Casting vote

- 40.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote they may have.
- 40.2 Clause 40.1 does not apply if, in accordance with the Constitution, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

41. Unanimous/Majority decisions without a meeting

- 41.1 A decision is taken in accordance with this clause when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Trustees cannot rely on this clause to make a decision if one or more of the Trustees has a conflict of interest or duty which, under clause 42, results in them not being entitled to vote.
- 41.2 Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
- 41.3 A decision which is made in accordance with this clause 41 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 41.3.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
- 41.3.2 following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this clause;

41.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

41.3.4 the Recipient must prepare a minute of the decision in accordance with clause 48 (Minutes).

42. Conflicts of interest

Declaration of interests

42.1 A Trustee must declare the nature and extent of:

42.1.1 any direct or indirect material interest which they have in a proposed transaction or arrangement with the Union; and

42.1.2 any direct or indirect interest or any duty which they have which conflicts or may conflict with the interests of the Union or their duties to the Union.

Participation in decision-making

42.2 If a Trustee's interest or duty cannot reasonably be regarded as giving rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process. For the avoidance of doubt, the following transactions or arrangements shall be presumed as not reasonably likely to give rise to a conflict of interest provided all of the Trustees have the same interest:

42.2.1 approval of trustee expenses policies;

42.2.2 payment of premiums for trustee indemnity insurance; and

42.2.3 receipt by a Trustee in their capacity as beneficiary of the Union of benefits which are available generally to all beneficiaries.

42.3 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, they must:

42.3.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

42.3.2 not be counted in the quorum for that part of the process; and

42.3.3 withdraw during the vote and have no vote on the matter.

43. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept and updated each year.

PART 4

STUDENT COUNCIL

44. Student Council

44.1 The Student Council shall have the authority to:

44.1.1 represent the voice of the Students;

44.1.2 subject to clause 26.3, set the Policy and refer Policy to Referendums of the Members or to the Members in a general meeting;

44.1.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with clause 45;

44.2 The composition and proceedings of the Student Council shall be set out in the Bye-Laws. No Member may hold more than one seat on the Student Council at any one time.

PART 5

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

45. Bye-Laws

The Trustees and the Student Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution.

46. Communications

Communications to the Union

46.1 Any Member or Trustee may send documents or information to the Union:

46.1.1 by hand; and

46.1.2 by post

by sending it to the principal office or any other address specified by the Union for this purpose.

46.2 Any Member or Trustee may send documents or information to the Union in Electronic Form or by Electronic Means (for example by email), provided that:

46.2.1 in the case of documents or information sent in Electronic Form, the Union has agreed (generally or specifically) to receive documents or information in that form

(and has not revoked that agreement), or is treated as having agreed to receive documents or information in that form under clause 46.7;

46.2.2 documents or information sent by Electronic Means must be sent to either:

- (a) an address specified by the Union for the purpose; or
- (b) an address to which clause 46.7 applies; and

46.2.3 communications sent by Electronic Means must be authenticated in a manner which is satisfactory to the Union.

Communications by the Union

46.3 The Union may send documents or information to any Member or Trustee by hand or by post, by handing it to them or by sending it to:

46.3.1 an address specified for the purpose by the intended recipient; or

46.3.2 their address as shown in the Union's register of Members or Trustees (as appropriate); or

46.3.3 where the Union is unable to obtain an address falling within clauses 46.3.1 or 46.3.2, the intended recipient's last address known to the Union.

46.4 The Union may send or supply documents or information to any Member or Trustee in Electronic Form or by Electronic Means (including by email or by making it available on a website).

46.5 Any Member or Trustee, by virtue of becoming a Member and by providing the Union with their email address or similar, is taken to have agreed to receive communications from the Union in Electronic Form at that address, unless the Member has indicated to the Union their unwillingness to receive such communications in that form.

46.6 When communicating any notice or proposal via a website, the Trustees must take reasonable steps to ensure that Members and Trustees are promptly notified of the publication of any such notice or proposal.

Union's agreement to electronic communications

46.7 Notwithstanding the General Regulations If the Union sends or supplies documents or information to another person in Electronic Form the Union will not be treated as having agreed to accept a response in Electronic Form unless the document or information specifically states that the Union agrees to accept responses in Electronic Form and gives an address to which responses may be sent in Electronic Form.

46.8 Subject to the General Regulations and Dissolution Resolutions, a Trustee or any other person (other than in their capacity as a Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time and for the specified time to be less than 48 hours.

Deemed delivery

46.9 Where any document or information is sent or supplied by the Union to the Trustees or the Members:

46.9.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays and Public Holidays) after it was posted;

46.9.2 where it is sent or supplied by Electronic Means it is deemed to have been received on the same day that it was sent;

46.9.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material is available on the website.

46.10 The intended recipient of a document or information may agree generally or specifically with the Union that it is deemed to be received within a shorter period than that specified in clause 46.9.

47. Secretary

47.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

47.1.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Secretary shall be treated as addressed to the Union; and

47.1.2 anything else required or authorised to be done by or to the Secretary may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

48. Minutes

48.1 The Trustees shall cause minutes to be made in books kept for the purpose:

48.1.1 of all appointments of officers made by the Trustees;

48.1.2 of all resolutions of the Union and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

48.1.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in each such meeting

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chair of the Meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee, be sufficient evidence of the proceedings.

- 48.2 The minutes of the meetings referred to in clause 48.1 shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices

49. Keeping of Registers

The Union must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a register of its Members and Trustees.

50. Records and accounts

- 50.1 The Trustees must comply with the requirements of the Act with regard to the keeping of accounting records, the preparation and scrutiny of statements of accounts, and the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Union, within 10 months of the financial year end.
- 50.2 The Members have the right to ask the Trustees questions in writing about the content of any documents referred to in clause 50.1.
- 50.3 The Trustees must inform the Charity Commission within 28 days of any change in the particulars of the Union entered on the Central Register of Charities.

51. Irregularities

The proceedings at any meeting or on the taking of any poll or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

52. Contracts and documents

- 52.1 A contract may be made on behalf of the Union, by a person acting under the express or implied authority of the Union.
- 52.2 A document is executed by the Union if it is signed by at least two of the Trustees.
- 52.3 The Union may, by instrument executed as a deed, empower a person either generally or in respect of specific matters as its attorney to execute deeds or other documents on its behalf.

53. Disputes

If a dispute arises between Members about the validity or propriety of anything done by the Members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

DEFINITIONS AND INTERPRETATION

54. Defined terms

54.1 In this Constitution, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
54.1.1 “Academic Year”	the period between 1 st September in one year to 31st August in the next year determined by the Union as the period during which Students are required to be registered with the University of Cumbria. Each Academic Year is for the time being divided into two semesters;
54.1.2 “Act”	the Charities Act 2011;
54.1.3 “address”	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
54.1.4 “Appointments Committee”	the committee set up in accordance with the Bye-Laws;
54.1.5 “Board of Trustees” or “Board”	the board of Trustees of the Union;
54.1.6 “Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance with clause 45;
54.1.7 “Campus Representatives”	the Members elected in accordance with the Bye-Laws while continuing their studies at the University of Cumbria;
54.1.8 “Chair”	the chair of the Board of Trustees, who shall be the Activities Officer in accordance with clause 39.1;
54.1.9 “Chair of the Meeting”	in the case of general meetings means the person chairing the meeting in accordance with clause 16.17 and in the case of Trustees’ meetings means the person chairing the meeting in accordance with clause 39;
54.1.10 “Chief Executive”	the chief executive of the Union who is appointed by the Board of Trustees;

- 54.1.11 **"Circulation Date"** means the date on which copies of a written resolution are sent to the Members (or, if copies are sent to the Members on different days, the first of those days);
- 54.1.12 **"Clear Days"** in relation to the period of a notice, that 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;
- 54.1.13 **"Code of Practice"** the code of practice relating to the University of Cumbria's obligations under Section 22 of the Education Act;
- 54.1.14 **"Connected"** means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
 - (b) the spouse or civil partner of the Trustee;
 - (c) a person carrying on business in partnership with the Trustee;
 - (d) an institution which is controlled by the Trustee or any Connected person;
 - (e) a body corporate in which the Trustee or any Connected Person has a substantial interest:
- For the purposes of this clause 54.1.144:
- (i) "child" includes a stepchild and an illegitimate child;
 - (ii) a person living with another as that person's husband or wife is to be treated as that person's spouse;
 - (iii) where two people are not civil partners but live together as if they were, each of them is to be treated as the civil partner of the other;
 - (iv) a person controls an institution if the person is able to secure that the affairs of the institution are conducted in accordance with the person's wishes;
 - (v) any person has a substantial interest in a body corporate if the person or institution

in question:

- is interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
- is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body;

54.1.15 “Constitution”	this constitution of the Union;
54.1.16 “Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with clause 39.2;
54.1.17 “Dissolution Regulations”	means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
54.1.18 “document”	includes, unless otherwise specified, any document sent or supplied in Electronic Form;
54.1.19 “Education Act”	the Education Act 1994;
54.1.20 “Effective Date”	the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to the Union;
54.1.21 “Elected Officers”	the Sabbatical Officers;
54.1.22 “the Executive Committee”	the committee including the Sabbatical Officers and the Campus Representatives as further described in clause 30;
54.1.23 “External Trustee”	a Trustee appointed in accordance with clause 20.5 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;]
54.1.24 “Financial Expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
54.1.25 “General Regulations”	means the Charitable Incorporated Organisations (General) Regulations 2012;
54.1.26 “Members”	members of the Union for the purposes of the Act, the General Regulations and the Dissolution Regulations as defined in clause 10 and being

	from the Effective Date the Students at the University of Cumbria for the time being as further defined in clause 10.1.1 and the Sabbatical Officers;
54.1.27 “Policy”	representative and campaigning policy set by Executive Committee, Referendums or the Student Council in accordance with clause 14 and clause 4444 respectively or by the Members in general meeting;
54.1.28 “poll”	a counted vote or ballot, usually (but not necessarily) in writing;
54.1.29 “Proxy Notice”	has the meaning given in Schedule [2];
54.1.30 “Proxy Notification Address”	has the meaning given in Schedule [2];
54.1.31 “Public Holiday”	Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Union is registered;
54.1.32 “RAG”	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
54.1.33 “Referendum”	a ballot in which all Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
54.1.34 “Sabbatical Officers”	the individuals elected in accordance with clause 19 (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act);
54.1.35 “Sabbatical Trustee”	a Trustee elected in accordance with clause 19;
54.1.36 “Secure Petition”	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
54.1.37 “Student”	any individual who is formally registered for an approved programme of study provided by the University of Cumbria. For the avoidance of doubt, the University of Cumbria shall determine whether or not an individual has Student status;
54.1.38 “Student Council”	the Student body elected by and from Students constituted in accordance with this Constitution

- and the Bye-Laws;
- 54.1.39 **“Student Trustee”** a Trustee appointed in accordance with clause 1.1 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act;
- 54.1.40 **“Trustees”** the trustees of the Union as defined in clause 18;
- 54.1.41 **“Unincorporated Charity”** the unincorporated charity known as University of Cumbria Students’ Union;
- 54.1.42 **“Union”** University of Cumbria Students’ Union;
- 54.1.43 **“writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise; and
- 54.1.44 **University of Cumbria** of The Privy Council awarded St. Martin’s College Taught Degree Awarding Powers on 10th July 2006. Shortly after this the College applied for University title and a change in name. The Privy Council confirmed the modifications to the Instrument of Articles of Governance and the change of name to the University of Cumbria with effect from 1st August 2007.
- 54.2 A reference to a document or information being sent or supplied in Electronic Form is to a document or information sent by Electronic Means (such as by email or fax) or by any other means while in an electronic form (such as a computer disc sent by post).
- 54.3 A reference to a document or information being sent or supplied by Electronic Means is to a document or information sent and received by means of electronic equipment for the processing or storage of data and entirely transmitted, conveyed and received by wire, by radio or optical means or by other electromagnetic means.
- 54.4 Any reference in this Constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Schedule [1] Rights of Members to require a general meeting

1. The Trustees must, within 21 days, call a general meeting of the Members if:
 - 1.1 they receive a request to do so from at least 100 of the Members; and
 - 1.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member(s) making the request.
2. If, at the time of any such request, there has not been any general meeting of the Members for more than 12 months, then paragraph 1 of this Schedule shall have effect as if 50 were substituted for 100.
3. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
4. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
5. Any general meeting called by the Trustees at the request of the Members must be held within 28 days from the date on which it is called.

Schedule [2] Proxies

1. Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which:
 - 1.1 states the name and address of the Member appointing the proxy;
 - 1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 1.4 is delivered to the Union in accordance with the Constitution and any instructions contained in the notice of general meeting to which they relate.
2. The Trustees may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
3. Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
4. Unless a Proxy Notice indicates otherwise, it must be treated as:
 - 4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

5. The Proxy Notification Address in relation to any general meeting is:
 - 5.1 the principal office of the Union; or
 - 5.2 any other address or addresses specified by the Union as an address at which the Union or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in hard copy or Electronic Form; or
 - 5.3 any electronic address falling within the scope of clause 46.7 of this Constitution.
6. Subject to paragraphs 7 and 8 of this Schedule, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
7. In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

8. In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
 - 8.1 received in accordance with paragraph 6 of this Schedule; or
 - 8.2 given to the Chair of the Meeting, Secretary (if any) or any Trustee at the meeting at which the poll was demanded.
9. An appointment under a Proxy Notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

Revocation

10. A notice revoking the appointment of a proxy only takes effect if it is received before:
 - 10.1 the start of the meeting or adjourned meeting to which it relates; or
 - 10.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
11. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Schedule [3] Postal or email voting

1. The Trustees must appoint at least two persons independent of the Union to serve as scrutineers to supervise the conduct of the postal and email ballot and the counting of postal and email votes.
2. If postal and/or email voting is to be allowed on a matter, the Union must send to Members of the Union not less than 21 days before the deadline for receipt of votes cast in this way a notice including an explanation of the purpose of the vote and the voting procedure to be followed by the Members.
3. The voting procedure must require all forms returned by post to be in an envelope with the Member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for University of Cumbria Students' Union', at the Union's principal office or such other postal address as is specified in the voting procedure.
4. The voting procedure for votes cast by email must require the Member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
5. Email votes must be returned to an email address specified in the voting procedure.
6. The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
7. The scrutineers must make a list of names of Members casting valid votes, and a separate list of Members casting votes which were invalid. These lists must be provided to a Trustee or other person overseeing admission to, and voting at, the general meeting.
8. For postal votes, the scrutineers must retain the internal envelopes (with the Member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the Member's name. In each case, a scrutineer must record on this evidence of the Member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
9. Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the Chair of the Meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
10. The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received. These votes shall be included in the declaration of the result of the vote on a poll.

11. Following the final declaration of the result of the vote, the scrutineers must provide to a Trustee or other authorised person bundles containing the evidence of Members submitting valid postal votes; evidence of Members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
12. Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Trustees, to consist of two Trustees and two persons independent of the Union. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.