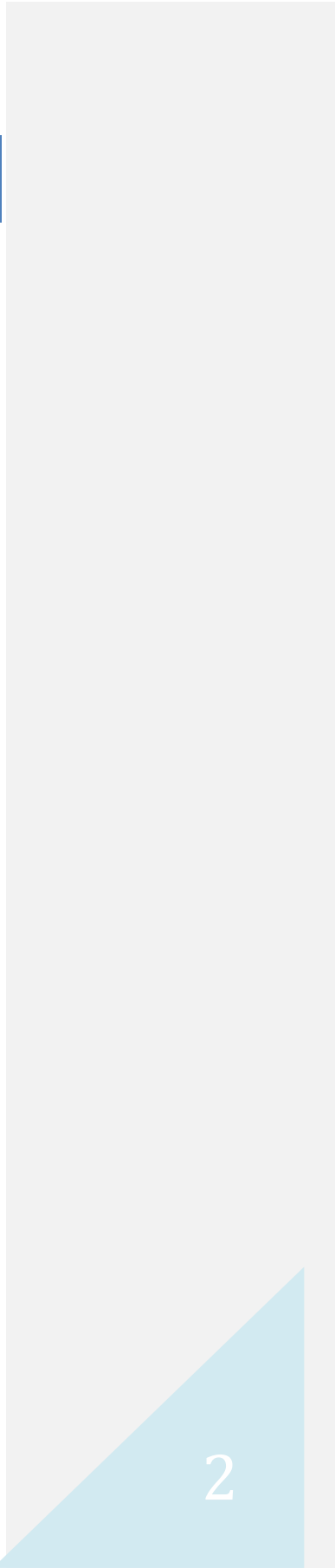




**THE  
LOUGHBOROUGH STUDENTS UNION  
CONSTITUTION**

**REVISION 4.2  
REVISION DATE: 17/11/10**



# THE PARAGRAPHS OF THE CONSTITUTION

## 1. NAME AND IDENTITY

The name of the Union shall be Loughborough Students' Union (referred to hereinafter as the Union). The Union is the Students' Union of Loughborough University (hereinafter referred to as the University) referred to in the Statutes, Loughborough College (hereinafter referred to as the College) and the Royal National Institute of the Blind Vocational College (hereinafter referred to as the RNIB).

## 2. OBJECTS & POWERS

- a) The Union's objects are the advancement of education of Students at Loughborough University, Loughborough College and the RNIB Vocational College (Loughborough) for the public benefit by:
  - b)
    - i) Enriching and enhancing the educational experience of its members as people as well as intellects, and in particular to providing opportunities for members to develop their personal maturity, leadership, and communications and other skills.
    - ii) Acting as the principal body representing its members' views and interests within their institutions, to the local community and nationally
    - iii) Enhancing the student community and student well being providing social, cultural, sporting and recreational activities and forums for discussions and debate.

## POWERS

- c) To further its objects, but not to further any other purpose, the Union may:
  - a. provide services and facilities for Members;
  - b. establish, support, promote and operate a network of student activities for Members;
  - c. support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
  - d. alone or with other organisations:
    - i. carry out campaigning activities;
    - ii. seek to influence public opinion; and

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;

  - e. write, make, commission, print, publish or distribute materials or information or assist in these activities;

- f. promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- g. promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- h. provide or appoint others to provide advice, guidance, representation and advocacy;
- i. co-operate with other charities and bodies and exchange information and advice with them;
- j. become a member, affiliate or associate of other charities and bodies;
- k. support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- l. purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- m. [incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;]
- n. raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- o. borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993);
- p. purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- q. sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
- r. make grants or loans of money and give guarantees;
- s. set aside funds for special purposes or as reserves against future expenditure;
- t. invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- u. delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - i. the investment policy is set down in writing for the financial expert by the Trustees;
  - ii. every transaction is reported promptly to the Trustees;
  - iii. the performance of the investment is reviewed regularly by the Trustees;
  - iv. the Trustees are entitled to cancel the delegation at any time;
  - v. the investment policy and the delegation arrangements are reviewed at least once a year;

- vi. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - vii. the financial expert may not do anything outside the powers of the Trustees;
- v. arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
  - w. 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;
  - x. open and operate banking 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;
  - y. trade in the course of carrying out any of its objects;
  - z. establish or acquire subsidiary companies to carry on any taxable trade;
  - aa. subject to Clause 21 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
  - bb. grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
  - cc. pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:
    - i. any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
    - ii. any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
    - iii. any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and
  - dd. do all such other lawful things as shall further the Union's objects.
- d) The Union aims to do this through an open and democratic structure, effective communication with our membership, with emphasis on continual improvement to all our services. Fulfillment of these objectives will thereby enhance the reputation of the institutions with prospective students, potential employers and the local community.

- e) These objectives should be pursued without regard to age, race, gender, sexual orientation, disability, ethnic origin, religion or creed and independent of any party political organisation or religious body.

### 3. DEFINITIONS

- a) CONSTITUENT COLLEGES refers to the Loughborough University, Loughborough College and the RNIB Vocational College (Loughborough).
- b) THE BOARD refers to The Board of Trustees as defined in Paragraph 7 of the constitution.
- c) EXECUTIVE refers to the Executive Committee as defined in paragraph 10.
- d) COUNCIL means the Council of Loughborough Students' Union, as defined in Paragraph 8, unless expressly stated otherwise.
- e) References to UNIVERSITY COUNCIL, STATUTES, ORDINANCES, COURT AND SENATE will be to University structures.
- f) PRINCIPALS means the Vice Chancellor of the University and the Principals of the College and RNIB.
- g) DAYS will refer to week days; WEEKS will refer to term time weeks when all of the constituent colleges are in session and YEAR will refer to the academic year.
- h) CONNECTED PERSONS means any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

### 4. MEMBERSHIP

- a) The Membership of the Union will consist of
  - i) **Full Members**
    - a) All currently registered students who have not exercised their right to opt out of membership of the union, of constituent colleges which have paid grants in accordance with Paragraph 5, and all Union sabbatical officers during their period of office.
  - ii) **Associate Members**
    - a) Staff Membership - available to all staff of the constituent colleges and the Union on payment of subscription at the current rate.
    - b) Life Membership - is available on payment of the current rate to every past student who has been registered with any of the constituent colleges for the period of at least six calendar months.
    - c) Reciprocal Membership - is available to any person who is not a member of the constituent colleges, but who holds a valid membership card of the National Union of Students.
    - d) External Membership - The Board may, following consultation with the University, determine that a limited number of members of the general public may be admitted to membership on payment of a fee set by The Board. The Board may also set other conditions of membership.
    - e) Honorary Membership - is available for life or for a specified period as determined by Union Council.
- b) Privileges of Members:

- i) All members and officers of the Union have the right to use any amenities, facilities and premises provided by the Union as designated by the Executive, and to exercise the rights and privileges that this Constitution confers.
  - ii) All full members have the right to represent the Union internally or externally, through the appropriate structures. Only full members have the right to vote at meetings, ballots and referenda of the Union, as set out in this Constitution and its standing orders.
  - iii) All privileges of membership may be suspended according to Paragraph 5, Annual Grants and Subscriptions or Discipline Committee.
- c) Rights Afforded to Opted-out Students:
- i) All students of constituent colleges who have opted out, under the Education Act 1994 and referred to in Paragraph 4a, are to be entitled access to join Clubs and Societies as associate members or clubs of the Athletic Union as players, but are not to sit on the committees of these clubs or societies, or to participate in the democracy of any such club or society.
  - ii) These students will be entitled access to the Student Advice Centre.
  - iii) Such other rights as may be required in order to ensure that such students are not unfairly disadvantaged under the terms of the Education Act 1994.

## 5. ANNUAL GRANTS AND SUBSCRIPTIONS

- a) An annual grant shall be paid to the Union by the relevant constituent colleges, on behalf of the students, according to budgetary allocation procedures from time to time agreed between the Union and the constituent college authorities. The grant will normally be reviewed on an annual basis.
- b) All other member subscriptions will be determined by The Board, except for honorary members who will not pay Union subscriptions.
- c) If after two months written notice from The Board, sent to the last known address, a member or constituent college is in default of payment, they will be suspended from membership of the Union until the current fee or subscription and all arrears have been paid.

## 6. WITHDRAWAL FROM THE UNION

- a) Any of the constituent colleges, other than the University, may at any time cease to be a constituent college by special resolution.
- b) A special resolution means not less than 75% of full members in the constituent college must attend a meeting in order to decide whether to withdraw or not. A 2/3 majority from that meeting is needed for a decision to be made. Twenty-one days notice of such a meeting must be given. This decision must be confirmed not less than 1 year and not more than 2 years later at a second similar meeting to confirm the special resolution, again by a 2/3 majority. When this has been confirmed the relevant constituent college will have been withdrawn from the Students' Union.

## 7. THE BOARD OF TRUSTEES

- a) The Board of Trustees will be ultimately responsible for governing the affairs of the Union, but it will have a duty to consult Union Council, as the Students representative body whenever appropriate.
- b) The Board will consist of the following:
  - i. The following officers of the Union ex-officio:
    - a. President
    - b. VP Finance and Commercial Services

- c. Chair of Council (who shall be responsible for communications between Council and The Board)
- ii. Five Full members elected by Council
  - a. Any full member of the Union may stand for these positions
  - b. Trustees who will no longer be eligible due to losing their Full member status should make this known so that their successors may be elected at the last meeting of Council each year. The successors will take up office at the end of the returning members' period of eligibility.
  - c. Elected in accordance with Standing Order K
  - d. None of these Full members nor any Connected Persons may be in receipt of any remuneration from the Union by way of payment for services.
- iii. Two Full members elected by Council
  - a. Any Full member of the Union may stand for these positions
  - b. Trustees who will no longer be eligible due to losing their Full member status should make this known so that their successors may be elected at the last meeting of Council each year. The successors may be elected at the end of the returning members' period of eligibility.
  - c. Elected in accordance with Standing Order K
  - d. These Full members may be paid by the Union in accordance with the provisions of section 22 of this document
  - e. The Union Executive may nominate one candidate to standing in this election
- iv. Three lay members who shall not have been Full members of the Union for at least three years
  - a. Elected by Union Council for three years, one retiring each year.
  - b. The Board may nominate suitable people to address skill gaps etc.
  - c. Eligible to serve for a maximum of two full consecutive terms.
  - d. Elected in accordance with Standing Order K
- v. The Chief Operating Officer of the University or his/her nominee (agreed by Union Council)
- vi. The Permanent Secretary will normally be in attendance (but will not vote) and will be responsible for servicing The Board.
- vii. The Chair shall be elected by The Board from amongst the lay members and shall serve a term of two years and not more than two consecutive terms.
- c) The Board's role and powers shall be to:
  - i. Monitor organizational performance and take actions to ensure objectives are achieved.
  - ii. Develop a financial strategy, set budgets, monitor accounts and ensure financial stability of the Union and to appoint auditors and make arrangements for any borrowings or investments that may be in the best interests of the Union.
  - iii. Land and other assets will be vested in the lay Trustees or the Custodian for Charities as appropriate; The Board may also grant such leases to third parties at commercial rates, as they see fit.
  - iv. Make arrangements for effective delegation to staff and executive officers as set out in a document of delegated powers.
  - v. To act as an appeal body in Staff disciplinary issues.
  - vi. To direct the work of senior Staff members:
    - a. Through the Union President for the operation activities of the Union.
    - b. Through the Chair of the Board for Governance and Trustee issues.

- c. Monitor the performance of the senior Staff members through the Performance sub-committee and make arrangements for their replacement, should this prove necessary. This work will be led by the President as set out in Paragraph 11.
  - d. Monitor the performance of Executive officers and where necessary undertake corrective or disciplinary actions in accordance with the procedures set out in Paragraph 11.
  - e. To make appropriate arrangements for a review of sabbatical stipends.
  - f. Take key decisions concerning the Union's affairs consulting Union Council where practical.
  - g. Ensure legal and regulatory compliance and best practice in respect of the probity of Union staff and officers.
- d) The Board will adopt the following standing orders:
- i. They will normally meet at least 5 times per year, fixed on a twelve month calendar, six months in advance.
  - ii. Quorum will be 50% plus 1 of current members
  - iii. Agenda will be circulated to all members 2 weeks before meeting.
  - iv. Exceptional meeting may be called by 6 or more members giving a minimum of 48 hours notice of the agenda to all members by Email.

#### VIRTUAL MEETINGS

- iv) A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

#### Trustee decisions without a meeting

- v) The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a common view on a matter. 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.

A Trustees' resolution which is made in accordance with this provision shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held, provided the following conditions are complied with:

- a. approval from each Trustee must be received by one person being either such person as all the Trustees shall 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;
- b. following receipt of response from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Clause;
- c. the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

- d. the Recipient prepares a minute of the decision in accordance with Clause [Error! Reference source not found.99].]

## 8. UNION COUNCIL

- a) Union Council will be the principle Student Representative body within the Union.
- b) The powers and duties of Council will be as follows:
- i) To guide the work of Executive officers through discussing, monitoring progress and commenting on each officer's plans of work
    - a) This work will be undertaken at every union council by ~~a select committee of all councillors~~ councillors, on each area of work.
    - b) ~~Each select committee to have a chair who will report to Council and the Trustees if they see fit~~ It shall be the responsibility of Chair of Council to arrange reporting to the Trustee Board.
    - c) ~~The select committees will normally consider the work of an Executive member at every other meeting of Council.~~
    - d) ~~c) \_\_\_\_\_~~ They Councillors will have full powers to question the Executive and receive information excepting that which relates directly to individual Staff members' employment.
  - ii) To act as a key forum for discussing issues of concern to members.
  - iii) Directing the Union's representation work on behalf of students.
  - iv) To advise The Board and Executive committee on issues concerning the running of the Union.
  - v) To scrutinize and monitor the work of The Board
    - a) Council shall have the power to refer back for reconsideration any actions or plans which it believes to be seriously flawed. Having given full consideration to any issues raised by Council. The Board's subsequent decision will be final.
    - b) By a 2/3s majority, remove from office Trustees in whom it has lost confidence
  - vi) To act as an appeal body in respect of decisions of the Trustees to dismiss or otherwise discipline officers of the Union in accordance with the approved procedures.
  - vii) Make arrangements for elections and discipline and through sub committees.
  - viii) Powers to establish sub-committees to enquire and report on issues of concern to students
  - ix) To approve and amend the mission, vision and values of the Union and to agree amendments to the constitution subject to University and College approval.
  - x) To review and accept all Section Policies to ensure that they are congruent with any standing policies and the Union's strategic aims. Any policies which are not congruent may be overturned by a 2/3<sup>rd</sup> majority vote at any Union Council.
  - xi) To grant limited powers of Union Council to the Executive Committee during the Summer Break.
    - a) These powers are granted automatically unless a motion is passed at the final Union Council of the year.
    - b) The powers granted are limited to minor policy decisions, filling of any casual vacancies on the Executive Committee and anything deemed necessary before the first Union Council of the next Academic Year.
    - c) Every effort should be made to contact the Chair of Council to confirm the necessity of any use of these powers prior to their use. If the Chair is unavailable then the VP: Democracy and Communication must be consulted.
  - ix)xii) \_\_\_\_\_
- c) Council will consist of the following:

- i) The Executive Committee are Recognised Members of Council, ~~but~~ these members shall not have voting rights ~~at~~ but should attend Union Council.
  - a) ~~Those who sit on the Executive Committee~~
  - b) ~~Association Chairs~~
  - c) ~~The Chairs of University Halls~~
  - d) ~~The Chairs of Departments~~
- ii) The Elected Full Members
  - a) 1 Union Councillor per 300 or part thereof, Full members elected annually from each University academic department.
  - b) ~~All members of the~~ Chair of Loughborough College Executive Committee or elected equivalent.
  - c) The Chair of the RNIB Committee.
- iii) The Full Members
  - a) Full members will be those as described in the policy for electing Union Councillors.
- d) No person shall be a member of Union Council unless they are a full member of the Union.
  - e) Union Council shall be run in accordance with [Schedule I](#) and [Standing Order A](#). These running procedures shall be subject to annual review organised by the Chair of Council and Vice President; Democracy and Communications.
  - f) Council will meet not less than two times per academic term and not less than nine times per year.
  - g) No meeting of Council should take place outside and Constituent College term.
  - h) Quorum of Council shall be 40% of Full Members.

## 9. EXECUTIVE OFFICERS

- a) The Executive officers of the Union shall be set out in [Schedule II](#).

## 10. THE EXECUTIVE COMMITTEE

- a) The following people shall sit on the Executive Committee:
  - i) The Executive Sabbatical Officers
  - ii) The Development Officers
- b) All members of the Committee are entitled to vote ~~and will be answerable to the Executive Committee equally. Ultimately, a~~ All officers who sit on this Committee are answerable to Union Council and the Trustee Board.
- c) The role of the Executive Committee shall be:
  - i) To be a forum for discussion of all issues of concern to students.
  - ii) To establish project teams of Staff, Executive and volunteers to work on Union objectives as agreed by The Board and Council.
  - iii) To facilitate internal communication.
  - iv) To co-ordinate the work of Executive members.
  - v) To resolve any day to day conflicts.
  - vi) Minutes should be published on the Union Web Site.
  - vii) To establish such project teams and working groups as it sees fit from time to time.
- d) The Chair of Council shall be entitled to attend all meetings of the Executive Committee.
- e) ~~The Institutional Union Staff~~ Representative Officers will be invited to attend meetings of the Executive Committee.

- f) Full members of the Union may attend the Executive Committee meetings by invitation from the Committee. The decision to allow a full member of the Union to attend an Executive Committee meeting will be decided by a simple majority vote by the voting members of the Committee.
- g) The Executive Committee may call on such advisers as it sees fit.
- h) The new Executive Committee and its members shall take full office for one calendar year from the ~~last Friday in July immediately following their election~~ first Monday after completion the designated handover period.

## 11. PERFORMANCE MANAGEMENT AND DISCIPLINE OF EXECUTIVE OFFICERS AND SENIOR STAFF

- a) The Board will appoint a Performance sub-committee with the role of reviewing the performance of Executive Officers and the senior Staff member.
  - i) This subcommittee will be Chaired by the President and will include the Chair of The Board (ex officio) along with three other Board members.
- b) At all times the emphasis should be on taking actions that will assist Executive officers in being successful in their role and this should follow best human resource practice as far as is compatible with the democratic context.
- c) If members of a select committee, Council or the Executive Committee feel that an Executive Officer is significantly underperforming in their role they should refer the matter to the Performance Subcommittee for appropriate action. They should always afford the Officer in question a full opportunity to put across their side of the case.
- d) When the Performance Management Subcommittee believes that an Officer has irreversibly lost the confidence of the Union's Full Members and their continued holding of office is no longer in the interests of the Union they shall have the power to dismiss the Officer.
- e) An Officer may appeal to Council and will be deemed to have resigned if less than 33% of those eligible to vote, supporting the Officer's motion of confidence.
- f) Where the Officer is a sabbatical, arrangements for notice and compensation will be set out in the Officer's contract of employment as approved by The Board from time to time.
- g) The President will be advised on the direction and performance management of the Senior Staff Member by the Chair of The Board.

## 12. REFERENDUM

- a) A referendum may be called on issues of such importance that Council that the views of all members should be formally sought. The referendum will be run in accordance [Standing Order B](#).
- b) The outcome will be taken full account of by Council and Executive and Board.

## 13. CONSTITUENT EXECUTIVE COMMITTEES

- a) There will ~~be~~ a Constituent Committee for the ~~University~~, College and the RNIB, which discusses matters relating to its constituents, particularly academic affairs in relation to the objectives of the Union. They will act as a direct line of communication between the Constituent Colleges members and the Executive Committee.
- b) The Constituent Committee shall run in accordance with [Schedule III](#) and [Schedule IV](#).
- c) Reports of the Constituent ~~Executive~~ Committees will be presented to Council at ~~every meeting~~ the discretion of the Chair of Council.

## 14. SECTIONS

- a) The sections of the Union shall undertake and direct work which is fundamental to achieving the core objectives of the Union. This work will be led by a designated member of the Executive Committee as set out in [the respective Schedules](#).
- b) They will be allocated appropriate resources to undertake this work by The Board.
- c) [Executive officer strategic plans](#) Plans will be approved by The Board taking full account of the views of the volunteers involved in these areas as expressed through their respective democratic structures.

## 15. CLUBS AND SOCIETIES

- a) The Union shall provide clubs and societies which promote the sporting, recreational and cultural interests of its members. They shall receive funding in accordance with the University Statutes arising from law.
- b) A Club or Society shall be affiliated to the Union when the Council approves its application for affiliation and initial code of practice. The procedure for this is subject to change from time to time by Council.
- c) An affiliated Club or Society must use the name of Loughborough Students in its official title. As a subservient part of Loughborough Students' Union the Club or Society is a Charity and subject to charity law. Each club or society must comply with the mission statement, health and safety and financial policies currently set by The Board.
- d) On the disbanding or inactivity of a club or society for more than one year, funds and assets from that club or society are returned to central Union funds. No club or society may enter into any contract, loan or other legally binding arrangement. All such arrangements must be undertaken by the Union on the club or society's behalf.
- e) Each club and society shall be governed by the rules laid out in [Schedule XI](#)

## 16. ASSOCIATIONS UNDER-REPRESENTED GROUPS

- a) ~~Associations of t~~The Union will [prove groups and/or bodies to](#) promote the interests of under-represented groups within the student membership. Any full member who falls within the category of one of these groups automatically becomes a member of that Association.
- ~~b) Each Association will elect a committee to plan and implement programs of activity to promote the interests of its members.~~
- ~~c) The Associations will meet regularly and make policy recommendation to Council.~~
- ~~d) Associations may be established and dissolved by Council.~~
- ~~e) Meetings of Associations will be open only to members of the Association and the representatives of the Executive Committee designated to sit on the Associations' Committee.~~
- ~~f) b) These groups and/or bodies Associations will run in accordance with [Schedule V](#).~~

## 17. REMOVAL OF UNION COMMITTEE MEMBERS

- ~~a) Any elected Full member of a Union Committee (except the Executive Committee), Council or other body who fails to attend two consecutive meetings without offering a written explanation to the Chair, which is accepted by the meeting shall normally be deemed to have resigned and there shall be a casual vacancy.~~
- ~~b) Any member of Council or other body, who holds any other position as a member of that body, on resigning, or ceasing to hold office, shall be deemed to have resigned from all the other positions.~~

## 18. CASUAL VACANCIES

**Comment [J1]:** Moved to individual committee documents

- a) ~~In the case of any officer of the Union ceasing to hold office before the end of the stipulated term of office, there shall be a casual vacancy.~~
- b) ~~Casual vacancies shall be filled in accordance with Schedule II~~

**Comment [J2]:** Moved to individual committee documents

## **197. AMENDMENTS TO THE CONSTITUTION**

- a) The Trustees and CONSTITUENT COLLEGES shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
- b) No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity
- c) Section 2 - OBJECTS and Section ~~220~~ LIMITATION ON PRIVATE BENEFIT may not be amended without the prior written consent of the Charity Commission
- d) Save where the amendment to the Constitution is a consequential amendment due to a change in the schedules (for example, the number or heading names of Clauses), the Constitution may be amended by:
  - e) Proposed amendments to the Constitution must be passed by a two-thirds majority at a Union Council meeting before adoption.
  - f) Following such amendment being passed, the President of the Union shall inform the chief executive officers of the constituent colleges to seek their approval of the changes in accordance with the 1994 Education Act.
  - g) The Constitutional change will then be referred back to Council for confirmation minor amendments proposed by constituent colleges may be accepted at this point; a simple majority will be required to pass the amendments.
  - h) No amendment to the Constitution will be valid until this procedure has been completed.

## **2018. FINANCE AND INDEMNITY**

- a) The Board will be responsible for the proper management of Union finances and resources.
- b) The Executive Officer responsible for finance shall present outline financial budgets to The Board by the end of March for the following financial year and by November they will present a revision, detailing the allocation of funds to all areas of Union activity.
- c) The Executive will ensure that all Union funds are properly recorded and accounted for and that all spending is duly authorised in line with the budgets approved by The Board.
- d) The Executive shall publish annually the criteria used to allocate funding and grants to clubs, societies, Associations and AU clubs. This information is to be made available to all students upon request.
- e) The Board may authorise the Union taking out such unsecured loans or overdraft as it sees fit in the effective management of the Union's business.
- f) Every Trustee, Officer, appointee or member of Staff of the Union shall be entitled to be indemnified out of the assets of the Union against all losses or liability which they may sustain or incur in, or about, the lawful and proper execution of their office. No Trustee, Officer, appointee, or member of Staff shall be liable for any loss, damage or misfortune which may be incurred by the Union in the execution of the duties of their office, provided that nothing in this clause shall affect their liability for the consequences of any unconstitutional, negligent or unlawful act on their part.

## **2419. STUDENT REPRESENTATION**

- a) All student representatives on Institutional Committees must be registered students of that institution or sabbatical Officers of the Union who have studied at that institution.

- b) Should any student representative be unable to attend an Institutional Committee due to academic commitments or incapacity through illness another elected student representative may attend in their place.

**Comment [J3]:** If not Charity law – remove as unnecessary

## 220. LIMITATION ON PRIVATE BENEFITS

- a) The income and property of the Union shall be applied solely towards the promotion of its objects.
- b) Except as provided below 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 of the Union. This shall not prevent any payment in good faith by the Union of:
- any payments made to any Member in their capacity as a beneficiary of the Union;
  - reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause [c]5-3 shall apply;
  - interest on money lent by any Member to the Union at a reasonable and proper rate; and
  - any reasonable and proper rent for premises let by any Member to the Union.
- c) Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
- any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
  - reasonable and proper out of pocket expenses of the Trustees;
  - reasonable and proper remuneration to any Officer Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:
    - i. for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union; although the authorisation under this provision shall not extend to the service of acting as Trustee;
    - ii. if the person being remunerated is a Trustee they must give due consideration to the need to avoid conflicts of interest in relation to any decisions regarding the remuneration authorised by this provision;
    - iii. 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 a Connected Person in relation to that Trustee); and
    - iv. at all times the provisions of the Education Act are complied with;
- d) interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
- e) any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
- f) reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause [c]cc4-29];
- g) any payments made to any Trustee or officer under the indemnity provisions set out at Clause [Error! Reference source not found.407]; and
- h) any payments authorised in writing by the Charity Commission.
- i) [In Clauses [b]5-2] and [c]5-3], references to the Union shall be read as references to the Union and/or any Subsidiary Company.]
- j) For any transaction authorised by Clause [c]5-3 [or Clause [i]5-4], the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Clause [c]5-3 [or Clause [i]5-4] have been complied with.
- k) Where a vacancy arises on the Board of Trustees with the result that Clause [i]5-3-3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any

Connected Persons receiving remuneration in accordance with Clause ~~25.3.3~~ provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## **21. DISOLUTION**

If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as this Constitution imposes upon the Union. The institution or institutions which are to benefit shall be chosen by the Trustees of the Union at or before the time of winding up or dissolution.

## **22. SCHEDULES, ~~AND~~ STANDING ORDERS, UNION AND SECTION POLICIES**

- a) Schedules and Standing Orders will form an additional part of the Constitution, which is separate to the Paragraphs of the Constitution.
- i) Each schedule shall lay out the framework for a different section of the union. This will include a description of how Section Policies are formed.
  - ii) Standing orders will lay out procedure for conducting any and all elections for union committees.
  - iii) Union Policies shall outline the operational running of the union. They will supersede section policies. Union Policies shall be reviewed at the first Union Council of each academic year. It is the Chair of Council's responsibility to ensure each policy is reviewed and either renewed or removed.
  - iv) Section Policies shall outline the operational running of each section. They shall be reviewed and renewed annually.
- b) Changes to the Schedules and Standing Orders may be made following a two-thirds majority in favour at a Union Council.
- ~~a)c~~ Union Policies may be made following a simple majority in favour at any Union Council.

