
Constitution
of
The Royal Veterinary College Students' Union

The Royal Veterinary College Students' Union

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The Royal Veterinary College Students' Union

Constitution of a Charitable Incorporated Organisation with voting members other than its Charity Trustees

Date of constitution (last amended) 18/12/2020

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1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is “The Royal Veterinary College Students’ Union”. The CIO is a students’ union for the purposes of the Education Act and is referred to as “the Union” in the rest of this document.

2. 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.

3. Objects

3.1 The objects of the Union are the advancement of education of Students at the Royal Veterinary College for the public benefit by:

3.1.1 promoting the welfare and interests of the Students of the Royal Veterinary College;

3.1.2 representing the student body of the Royal Veterinary College to external bodies and to the management, committees and Council of the Royal Veterinary College; and

3.1.3 encouraging the personal development of the Students of the Royal Veterinary College through providing social, cultural, educational and recreational activities organised in clubs, societies and discussion groups and through developing and maintaining appropriate facilities to accommodate such activities.

3.2 The Union will seek at all times to encourage and support diversity in the student body through ensuring the Union’s decision making and service provision are solely to advance the above objects, and are made independently and without discrimination with regard to age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, and sexual orientation.

4. Powers

The Union has power to do anything to further its objects or is conducive or incidental to doing so. In particular, but without limitation, the Union has power to:

4.1 provide services and facilities for Members;

4.2 establish, support, promote and operate a network of student activities for Members;

- 4.3 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;
- 4.4 alone or with other organisations:
 - 4.4.1 carry out campaigning activities;
 - 4.4.2 seek to influence public opinion; and
 - 4.4.3 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 Charity Law.
- 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed (the Union must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 4.12 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.13 sell, lease or otherwise dispose of all or any part of the property belonging to the Union (in exercising this power, the Union must comply as appropriate with the Charities Act 2011);
- 4.14 employ and remunerate such staff as are necessary for carrying out the work of the Union (the Union may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by clause 6) ;
- 4.15 deposit funds and invest funds not immediately required for the Union's objects in or upon such investments, securities or other property as the Charity Trustees think fit;
- 4.16 trade in the course of carrying out the objects of the Union and carry on any other trade which is not expected to give rise to taxable profits;

- 4.17 incorporate and acquire subsidiary companies to carry on any trade; and
- 4.18 support other charities with objects identical or similar to the Union's objects.

5. Application of income and property

- 5.1 The income and property of the Union must be applied solely towards the promotion of its objects.
- 5.2 None of the income or 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:
 - 5.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;
 - 5.2.2 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 Charity Trustee clause 6 shall apply;

6. Benefits and payments to Charity Trustees and Connected Persons

- 6.1 No Charity Trustee or Connected Person may:
 - 6.1.1 sell goods, services, or any interest in land to the Union;
 - 6.1.2 be employed by, or receive any remuneration from, the Union; and/or
 - 6.1.3 receive any other financial benefit from the Union, unless:
 - (a) the payment or benefit is permitted by clause 6.2 or authorised by the court or the Charity Commission; and
 - (b) the Charity Trustee concerned (including, in the case of a Connected Person, the Charity Trustee to whom the Connected Person is connected has complied with clause 21 (Conflicts of Interest).
- 6.2 A Charity Trustee or Connected Person may receive the following benefits from the Union:
 - 6.2.1 A Charity Trustee or Connected Person may receive a benefit from the Union as a beneficiary of the Union.
 - 6.2.2 A Charity Trustee or Connected Person may be paid reasonable and proper remuneration by the Union for any goods or services supplied to the Union on the instructions of the Charity Trustees provided that:
 - (a) 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;
 - (b) subject to clause 6.2.2(a), the authorisation under this provision shall

not extend to the service of acting as a Charity Trustee;

- (c) if the person being remunerated is a Charity Trustee the procedure described in clause 21 (Conflicts of Interest) must be followed in considering the appointment of the Charity Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
- (d) if the person being remunerated is a Connected Person the procedure described in clause 21 (Conflicts of Interest) must be followed by the relevant Charity Trustee in relation to any decisions regarding such Connected Person;
- (e) subject to clause 6.3, this provision may not apply to more than half of the Charity Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Charity Trustee if it applies to a person who is a Connected Person in relation to that Charity Trustee); and
- (f) at all times the provisions of the Education Act are complied with.

6.2.3 A Charity Trustee or Connected Person may take part in the normal trading and fundraising activities of the Union on the same terms as members of the public.

6.2.4 A Charity Trustee is entitled to be reimbursed from the property of the Union or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Union.

6.2.5 A Charity Trustee may benefit from trustee indemnity insurance cover purchased at the Union's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.3 Where a vacancy arises on the board of Charity Trustees with the result that clause 6.2.2 applies to more than half of the Charity Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with clause 6.2.2 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

7. Liability of Members to contribute to the assets of the Union if it is wound up

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 of the Union within 12 months before the commencement of the winding up.

7.3 But subject to that, the Members of the Union 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. Membership of the Union

The Members of the Union shall be each and every Student who has not opted out by notifying the Union of their wish not to be a Member of the Union in accordance with the Opting Out Bye-Laws.

Register of Members

- 8.1 The names of the Members must be entered in the register of Members. The register may be an online database or other electronic means of storing the Members data securely.

Termination of membership

- 8.2 Membership of the Union cannot be transferred to anyone else and a Member shall cease to be a Member:

8.2.1 if they die;

8.2.2 if they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with the College is revoked by the College;

8.2.3 if they opt out of membership by giving written notice to the Union in accordance with the Opting Out Bye-Laws; or

8.2.4 Membership is terminated as part of the outcome of a Students' Union disciplinary panel. Any removal of membership in this way will also note how this decision can be appealed, and any conditions and time limits on the removal of membership.

Duty of Members

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

Rights of Members

- 8.4 All Members shall be entitled to use the facilities of the Union and take part in its educational, social, sporting and cultural activities. Members shall be allowed to speak and vote at Union meetings, to nominate, and to vote in Union elections as described in the Election Byelaw, and to hold office in clubs and societies.

- 8.5 All Members of the Union are eligible to stand for Union Officer positions as long as they fulfil the criteria in the Election Byelaw.

- 8.6 All Union elected and appointed posts shall have job descriptions which are not part of the constitution but shall be kept with the constitution for information purposes. All the job descriptions may be varied at the discretion of the Student's Union Council, except

in the case of the President where the change would have a direct effect on their statutory role within the College structure, in which case it may only be amended with the approval of the College Principal.

9. Honorary Officers and Honorary Members

9.1 The Students' Union Council may elect Honorary Officers and Honorary Members and may determine the rights and obligations of any such positions, and the conditions for admission to and termination of the position of any such Honorary Officers and Honorary Members, and alter those rights, obligations and conditions at any time. Honorary Officers and Honorary Members shall be non-voting members and will not be Members of the Union for any purpose.

9.2 The Students' Union Council may create other classes of associate membership, and may determine the rights and obligations of any such associate members, and the conditions for admission to and termination of membership of any such class of members, and alter these rights, obligations and conditions at any time.

10. Members' decisions

10.1 Decisions of the Members of the Union may be taken either:

10.1.1 by means of a resolution passed at a general meeting (in accordance with clause 11); or

10.1.2 by means of a Written Resolution/Referendum (as provided in clause 12).

Members' resolutions and conflicts of interest

10.2 A Charity Trustee who would benefit personally, whether directly or indirectly, from a transaction or arrangement into which a Union proposes to enter must not take part in any decision of the Members whether or not to enter into that transaction or arrangement.

11. General meetings of Members

Taking decisions at a meeting

11.1 Any decision of the Members of the Union may be taken by means of a resolution at a general meeting. Unless clause 11.2 applies, such a resolution must be passed by a simple majority of those Members voting at the meeting (including votes cast by postal or email ballot).

11.2 The following resolutions must be passed by a two-thirds majority of those Members voting at the meeting (including votes cast by postal or email ballot):

11.2.1 any decision to amend the constitution of the Union;

11.2.2 any decision to amalgamate the Union with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

11.2.3 any decision to wind up the Union voluntarily or dissolve the Union.

Annual General Meeting

- 11.3 There must be an annual general meeting (“AGM”) of the Members of the Union to be called by the Trustees and held at least once in every calendar year at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Charity Trustees’ annual report.

Calling general meetings of Members

- 11.4 The Charity Trustees may call a General Meeting of the Members at any time.
- 11.5 The Charity Trustees must, within 21 days, call a general meeting of the Members if they receive a request to do so from the Members or Students’ Union Council in accordance with the General Meeting Bye-laws to this constitution.
- 11.6 If the Charity Trustees fail to comply with the obligation to call a general meeting at the request of the Members under clause 11.5, then the Members who requested the meeting may themselves call a general meeting.

Notice, Quorum and Rules of General Meetings Of Members

- 11.7 The rules governing the Notice, Quorum and Rules (including rules for voting) shall be in the General Meeting Bye-law.

12. Written Resolutions and Referendum

- 12.1 A Written Resolution shall be treated as a Referendum. A Written Resolution/Referendum may be called on any issue in the following ways
- 12.1.1 By resolution of the Trustees
 - 12.1.2 By resolution at Student Council
 - 12.1.3 By simple majority in a General Meeting
 - 12.1.4 A petition containing the name, course and signature of at least 5% of Members handed to the President.
- 12.2 Subject to this clause 12, a Written Resolution/Referendum shall be effective if it is agreed by:
- 12.2.1 a simple majority of the eligible Members; or
 - 12.2.2 in the case of a resolution listed in clause 11.2, a two thirds majority of the eligible Members.
- 12.3 In a Written Resolution/Referendum each Member should have one vote. The process for carrying out the Referendum shall be in the Election and Referendum Rules - ensuring that each member receives the following
- 12.3.1 a copy of the proposed Written Resolution
 - 12.3.2 a statement informing the Member how to vote
 - 12.3.3. the date by which the resolution must be passed if it is not to lapse.
- 12.4 The Referendum shall be supervised by the Returning Officer who shall be appointed subject to the requirements of the Election Bye-Laws.
- 12.5 The Returning Officer shall be responsible for approving the precise wording of the

question on the Referendum Ballot paper and for ensuring that adopting the Referendum if it is passed will not cause the Union to act *ultra vires* in which case the Referendum shall not be called and the Returning Officer will present a statement detailing the rationale for cancelling the Referendum to the Students' Union Council at the next Council Meeting or at an Emergency Students' Union Council Meeting.

- 12.6 Subject to clause 22.4, the Members may set Policy by Referendum. Policy set by Referendum may overturn Policy set by the Students' Union Council, but not Policy set by the Members in general meeting. Policy set by Students' Union Council cannot overturn Policy set by the Members in general meeting or by Referendum. Trustees may overturn all policy, but in the case of policy set by General Meeting or Referendum, must report to all Members the reason for overturning policy.

13. The Students' Union Council

- 13.1 The Students' Union Council shall make recommendations to the Charity Trustees. It shall also raise issues that are of concern to its members to the management of the College, its committees and College Council.
- 13.2 The membership of the Students' Union Council shall be specified in the Bye-laws
- 13.3 The functions of the Students' Union Council shall be to:
- 13.3.1 ensure, together with the Charity Trustees, that the activities of the Union are solely compliant with its objects;
 - 13.3.2 subject to clauses 12.6 and 22.4, set the Policy of the Union;
 - 13.3.3 amend the Bye-Laws in accordance with clause 37;
 - 13.3.4 hold accountable the Charity Trustees on their work by raising issues, questions and sanctions in accordance with clause 16.2.3;
 - 13.3.5 receive financial reports from the Charity Trustees;
 - 13.3.6 establish and receive reports from working parties as and when necessary;
 - 13.3.7 confer honorary membership and associate membership in accordance with clause 9 and enter into reciprocal membership arrangements with other students' unions or associations;
 - 13.3.8 co-opt non-voting members onto the Students' Union Council when necessary; and
 - 13.3.9 receive, discuss, approve and action reports from Course Representatives, Students' Union Shop and Students' Union Bar Managers.
- 13.4 The Annual General Meeting of the Students' Union Council shall be held in the first term every year and chaired by the President. This meeting shall also:
- 13.4.1 approve the Union's annual budget and accounts;
 - 13.4.2 approve the Union's annual report;

- 13.4.3 elect the Students' Union Council Chairperson and Deputy Chairperson;
 - 13.4.4 confer recognition on clubs and societies;
 - 13.4.5 appoint the Union's auditors; and
 - 13.4.6 approve allocations of funds for clubs and societies.
- 13.5 An ordinary Students' Union Council meeting shall be called at least twice per term by the General Manager on behalf of the President.
- 13.6 The quorum for the Annual General Meeting of the Students' Union Council shall be 50% of the members of the Students' Union Council (as listed in the Bye-laws) plus one person.
- 13.7 Any Students may attend the Annual General Meeting of the Students' Union Council as non-voting members.
- 13.8 An Emergency Students' Union Council meeting may be requested to discuss a particular issue by:
- 13.8.1 a majority vote at the Students' Union Council;
 - 13.8.2 the Charity Trustees; or
 - 13.8.3 a petition of a minimum of 5% of the full membership of the Union.
- 13.9 If the Chairperson of the Students' Union Council receives a request in accordance with clause 13.8, they shall hold an Emergency Students' Union Council Meeting within fourteen clear days . Such a meeting shall discuss only that business for which it was called, which must be specified in the written request.
- 13.10 Proposed amendments to the Constitution or the Bye-Laws must be submitted to the President seven clear days before the meeting.
- 13.11 All Students' Union Council meetings shall be conducted in accordance with the Bye-Laws.

14. Charity Trustees

Functions and duties of Charity Trustees

- 14.1 The Charity Trustees shall manage the affairs of the Union according to the terms of this constitution, the Bye-Laws, relevant legislation and taking into account the recommendations that have been made by the Students' Union Council and by Referendum.
- 14.2 The Charity Trustees shall be responsible for the financial affairs of the Union and shall ensure that funds are spent in accordance with the objects of the Union.
- 14.3 The Charity Trustees have the power to make grants to its clubs and societies and to make donations to external bodies subject to the Union's Financial Bye-Laws.

- 14.4 It is the duty of each Charity Trustee:
- 14.4.1 to exercise their powers and to perform their functions in their capacity as a trustee of the Union in the way they decide, in good faith, would be most likely to further the purposes of the Union; and
 - 14.4.2 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 Charity Trustee of the Union 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.

Eligibility for trusteeship

- 14.5 No one may be appointed as a Charity Trustee if they are under the age of 16 years.

Minimum number of Charity Trustees

- 14.6 There must be at least three Charity Trustees. If the number falls below this minimum, the remaining Charity Trustee or Trustees may act only to call a general meeting or election so as to enable the Members to elect further Charity Trustees.

The Charity Trustees

- 14.7 There shall be a maximum of fifteen voting Charity Trustees which shall be made up of
- 14.7.1 Senior Officer Trustees
 - 14.7.2 Officer Trustees
 - 14.7.3 At least one Non-Executive Trustees
 - 14.7.4 One Alumni Trustees
 - 14.7.5 The Senior Staff Member as Clerk To Trustees as a non-voting member

The make-up of the Trustees shall be such that the Senior Officer Trustees shall not normally make up more than half of the Charity Trustees. If the Senior Officer Trustees make up more than half of the Trustees the Board should put in place steps to appoint further appropriate Trustees.

Senior Officer Trustees

- 14.8 The Senior Officer Trustees shall be defined as the President and Vice Presidents of the Union (the paid Union Officer roles). They shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Bye-Laws.

14.9 Senior Officer Trustees shall be elected in accordance with clause 14.8 to posts specified in the Bye-Laws and shall also hold office until they cease to be an Officer in accordance with clause 16.3 or ceases to be a Trustee in accordance with clauses 16.1 or 16.2.

14.10 The Senior Officer Trustees shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.

Officer Trustees

14.11 Officer Trustees shall be selected by Council from the Officers of the Union. Each Officer shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Bye-Laws.

14.12 Officer Trustees shall hold office for a term defined by Students Union Council or until they cease to be an Officer or ceases to be a Trustee in accordance with clauses 16.1 or 16.2.

14.13 The selection of Officer Trustees should follow the principle that all groups of members should be represented on the Trustees and should endeavour to represent all courses, year groups and other demographics within the Members of the Union.

Non-Executive Trustees

14.14 Non-Executive Trustees shall be selected by Council from the Members by a method agreed by Council. Council may do this by ballot, election of members, or any other method that Council agree upon.

14.15 Non-Executive Trustees shall serve a term of two years, or until they cease to be a trustee in accordance with 16.1 or 16.2. They may be selected for up to two terms.

14.16 Non-Executive Trustees must not be a current Union Officer, member of Student Council or employee of the Students’ Union. If this happens they will cease to be a Non-Executive Trustee and a new selection process should begin

Alumni Trustees

14.17 Alumni Trustees shall be selected by Council from the Ex-Members of the Union by a method agreed by Council. Council may do this by ballot, election of members, or any other method that Council agree upon.

14.18 Alumni Trustees shall serve a term of three years, or until they cease to be a Trustee in accordance with 16.1 or 16.2.

14.19 Alumni Trustees must not be a current Member. If this happens they will cease to be an Alumni Trustee and a new selection process should begin

Minute Secretary

14.20 Trustees shall appoint a Minute Secretary to record and take minutes per clause 34. They will not be members of the Trustee Board and shall only be empowered to speak on issues pertaining to the accuracy or details of the minutes.

15. Information for new Charity Trustees

It is the Charity Trustees responsibility to ensure all new Charity Trustees are appropriately briefed and trained, on or before their first appointment - and at the minimum receive:

- 15.1 a copy of this constitution and any amendments made to it; and
- 15.2 a copy of the Union's latest trustees' annual report and statement of accounts.
- 15.3 a copy of the most recent "new Charity Trustee Guidance" from the Charity Commission

16. Disqualification, retirement and removal of Charity Trustees and Officers

- 16.1 A Charity Trustee ceases to hold office if:
 - 16.1.1 they retire by notifying the Union in writing (but only if four Charity Trustees will remain in office when the notice of resignation takes effect);
 - 16.1.2 they fail to attend three consecutive meetings of the Charity Trustees and the Charity Trustees resolve that they be removed for this reason;
 - 16.1.3 the Charity Trustees reasonably believe that they have become physically or mentally incapable of managing their own affairs and they resolve that they are removed from office;
 - 16.1.4 they are disqualified under the Charities Act 2011 from acting as a charity trustee;
 - 16.1.5 for all Trustees except Alumni Trustees - they cease to be a Member or
 - 16.1.6 they are removed from office under clause 16.2.

Removal of Charity Trustees and/or Officers

- 16.2 The office of Charity Trustee and/or Officers shall be vacated if:
 - 16.2.1 at a general meeting of the Union, a resolution is passed by a two thirds majority that they are removed from office, provided the meeting has invited their views and considered the matter in the light of such views; or
 - 16.2.2 a motion of no confidence in the Charity Trustee is passed by a two thirds majority of the Members as a Written Resolution / Referendum
 - 16.2.3 a motion of no confidence in the Charity Trustee is passed by a two thirds majority in a vote of the Students' Union Council.
 - 16.2.4 if they are found to have breached the Code of Conduct, with such significance that a Disciplinary Panel finds them unfit to remain in office.

Replacement of Officers

- 16.3 If an Officer resigns, is disqualified or is removed from office, the vacancy that results shall be filled in accordance with the Election Bye-Laws.

17. Chair

- 17.1 The President shall be the Chair of the Charity Trustees.
- 17.2 At the first meeting of Trustees annually a Deputy Chair will be selected from the Senior Officer Trustees. The duties of Deputy Chair will be summarized in the Bye-Laws.

18. Taking of decisions by Charity Trustees

- 18.1 Any decision of the Charity Trustees may be taken either:
- 18.1.1 at a meeting of the Charity Trustees called and held in accordance with clause 19; or
- 18.1.2 by a unanimous resolution taken in accordance with clause 20.

19. Meetings and proceedings of Charity Trustees

Calling meetings

- 19.1 The President may call a Charity Trustees' meeting at any time and shall call at least two Charity Trustees' meetings each term.
- 19.2 In addition, if requested to do so by a majority of the Charity Trustees, the President shall call further Charity Trustees' meetings.
- 19.3 A Charity Trustees' meeting must be called by at least seven Clear Days' notice unless either:
- (a) all the Charity Trustees agree to shorter notice; or
- (b) urgent circumstances require shorter notice.
- 19.4 Notice of Charity Trustees' meetings must be given in writing to each Charity Trustee.
- 19.5 Every notice calling a Charity Trustees' meeting must specify:
- (a) the place, day and time of the meeting;
- (b) the general nature of the business to be considered at such meeting; and
- (c) if it is anticipated that Charity 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.

Chairing of Charity Trustees' meetings

- 19.6 The Chair of the Charity Trustees or, in their absence the Deputy Chair, shall preside as chair of each Charity Trustees' meeting.

Procedure at Charity Trustees' meetings

- 19.7 At a Charity Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.8 The quorum for Charity Trustees' meetings may be two or 50% of the total number of Charity Trustees, whichever is the greater.
- 19.9 If the total number of Charity Trustees is less than the quorum required, the Charity Trustees must not take any decision other than a decision to appoint further Charity Trustees.
- 19.10 Guests or observers can attend a Charity Trustees' meeting at the discretion of the chair.
- 19.11 Decisions shall be made by a majority of the Charity Trustees participating and voting.
- 19.12 In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. This 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.

Participation in meetings by electronic means

- 19.13 Charity Trustees participate in a Charity Trustees' meeting, or part of a Charity Trustees' meeting, when:
- 19.13.1 the meeting has been called and takes place in accordance with the constitution; and
- 19.13.2 they can each communicate to 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).

20. Unanimous decisions without a meeting

- 20.1 A decision is taken in accordance with this clause 20 when all of the Charity 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 Charity Trustees cannot rely on this clause 20 to make a decision if one or more of the Charity Trustees has a conflict of interest which, under clause 21, results in them not being entitled to vote.
- 20.2 Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Charity Trustee or to which each Charity Trustee has otherwise indicated agreement in writing.

21. Charity Trustee interests and management of conflicts of interest

Declaration of interests

- 21.1 A Charity Trustee must declare the nature and extent of:
- 21.1.1 any direct or indirect material interest which they have in a proposed transaction or arrangement with the Union; and

- 21.1.2 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

- 21.2 If a Charity 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 Charity Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Charity 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 Charity Trustees have the same interest:

- 21.2.1 approval of trustee expenses policies;

- 21.2.2 payment of premiums for trustee indemnity insurance; and

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

- 21.3 If a Charity 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:

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

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

- 21.3.3 withdraw during the vote and have no vote on the matter.

- 21.4 Clauses 21.1 and 21.3 shall apply in particular to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.

Register of Charity Trustees' interests

- 21.5 The Charity Trustees must keep a register of Charity Trustees' interests, which should be amended when necessary but at least annually and when any new Charity Trustees have their first meeting.

22. Powers of the Charity Trustees

- 22.1 The Charity Trustees shall be responsible for the management and administration 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.

- 22.2 No alteration of this constitution or the Bye-Laws shall invalidate any prior act of the Charity Trustees which would have been valid if that alteration had not been made.

- 22.3 The Charity Trustees' powers under clause 22.1 shall include but not be limited to

responsibility for:

22.3.1 the governance of the Union;

22.3.2 the budget of the Union;

22.3.3 the risks to the operation of the Union; and

22.3.4 the strategy of the Union.

22.4 The Charity Trustees may override any decision and Policy made by the Members in general meeting or at an AGM or by Referendum or by the Students' Union Council which the Charity Trustees consider (in their absolute discretion):

22.4.1 has or may have financial implications for the Union;

22.4.2 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);

22.4.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or

22.4.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in clause 22.3.

23. Charity Trustees delegation

23.1 Subject to this constitution, the Charity Trustees may delegate any of their powers or functions to any committee. Such delegation can be revoked in whole, or in part at any time.

23.2 Subject to this constitution, the Charity Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Union to any person or committee. Such delegation can be revoked in whole, or in part at any time.

23.3 The Charity 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.

24. Committees

24.1 In the case of delegation to committees:

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

24.1.2 subject to clause 24.2, the composition of any committee shall be entirely in the discretion of the Charity Trustees and may include such of their number (if any) as the resolution may specify;

24.1.3 the deliberations of any committee must be reported regularly to the Charity Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Charity Trustees and every committee must

appoint a secretary for that purpose;

24.1.4 the Charity Trustees may make such Bye-Laws and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

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

24.2 For the avoidance of doubt, the Charity Trustees may delegate all financial matters to any committee provided that such committee shall include at least one Charity Trustee. The Charity 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 of at least one Charity Trustee shall be required for cheques 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 Charity Trustees.

24.3 The meetings and proceedings of any committee shall be governed by the provisions of this constitution regulating the meetings and proceedings of the Charity Trustees so far as they apply and are not superseded by any regulations made by the Charity Trustees.

25. Delegation of day to day management powers

In the case of delegation of the day to day management of the Union to a Senior Staff Member or other manager or managers:

25.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Charity Trustees and (if applicable) to advise the Charity Trustees in relation to such policy, strategy and budget;

25.2 the Charity Trustees shall provide any Senior Staff Member with a description of their role and the extent of their authority; and

25.3 The Senior Staff Member shall be Clerk to the Trustees and will be a non-voting member of Trustees. In this role they report regularly to the Charity Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Union.

26. Validity of Charity Trustee actions

All acts done by a person acting as a Charity 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 were qualified and had continued to be a Charity Trustee.

27. Irregularities

The proceedings at any meeting or the passing of a Written Resolution 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.

28. Clubs and Societies

Clubs and societies may be recognised by the Students' Union Council provided that they meet the requirements set out in the Bye-Laws and provided their purpose or activities do not breach the Union's objects.

29. Affiliations to External Organisations

- 29.1 Any proposal to affiliate to an external organisation shall be approved by the Students' Union Council.
- 29.2 Notification of all new affiliations to external organisations shall be made to Students and to the College Council. Such notice shall include the name of the organisation and the affiliation or subscription fee.
- 29.3 Details of all affiliations to external organisations including the name of the organisations and the affiliation fee in each case shall be included in the Union's annual report which shall be made available to Students and to the College Council.
- 29.4 The Union's current list of affiliations shall be submitted for approval by the Members at the AGM annually in accordance with the Education Act.
- 29.5 In the event of an objection to an existing affiliation to any particular external organisation raised and decided on at a General Meeting, a Referendum shall be prepared to overturn the affiliation.. The Referendum shall be conducted in accordance with clause 12 (Written Decisions and Referenda). A further Referendum on the same affiliation cannot be called in the same academic year.

30. Union finance, accounts, annual reports and returns

- 30.1 The Union shall receive annually an allocation of funds from the College sufficient in the view of the College Council to enable the Union to pursue its aims and objects effectively.
- 30.2 The Charity Trustees must comply with the requirements of the Education Act and Charities Act 2011 with regard to the keeping of accounting records, the preparation and scrutiny of statements of accounts, and the preparation of annual reports and the Charity Return. The Clerk To Trustees will prepare and submit the Charity Return to the Charity Commission,, within 10 months of the financial year end.
- 30.3 The Union acting through the Charity Trustees shall ensure that the annual budget, amendments to the budget, audited report and accounts and all other financial reports and financial proposals are submitted to the Annual General Meeting for discussion and approval.
- 30.4 A copy of the Union's budget and the audited report and accounts shall be given promptly to the College Council each year for approval.
- 30.5 The financial year of the Union shall run from the 1st August to the 31st July.
- 30.6 The organisation of the Union finances and systems of control shall be contained in the

Bye-Laws.

31. Code of Conduct and Complaints Procedure

- 31.1 The Charity Trustees shall be required to draw up a code of conduct which shall be approved and amended from time to time by the Students' Union Council.
- 31.2 All Trustees and Members of the Union shall be required to adhere to this code, particularly when on Union premises, or attending events organised by the Union or its clubs or societies.
- 31.3 The code of conduct may include sanctions up to and including the unlimited suspension of any or all of the rights of Union membership.
- 31.4 Complaints about a Member, individual officers, the Charity Trustees or any member of the Students' Union Council shall be dealt with under the complaints procedure in the Byelaws/Code Of Conduct.

32. Interpretation

- 32.1 In the event of a challenge to the interpretation of any part of the constitution, the ruling of the President shall be sought.
- 32.2 In the event of a challenge to the President's ruling, the ruling of the Charity Trustees shall be sought.
- 32.3 If a member of the Union remains unsatisfied with the ruling of Charity Trustees they may appeal to College Secretary. The ruling of the College Council shall be final.

33. Execution of documents and deeds

- 33.1 Documents and deeds may be executed:
 - 33.1.1 by the Union, in accordance with clauses 33.2 ; or
 - 33.1.2 on behalf of the Union, by a person acting under the express or implied authority of the Union.
- 33.2 Where a document is executed by the Union in accordance with clause 33.1.1, it may be executed by being signed by at least two of the Charity Trustees.
- 33.3 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.

34. 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, registers of its Members and Charity Trustees.

35. Minutes

The Charity Trustees must keep minutes of all:

- 35.1 appointments of officers made by the Charity Trustees;
- 35.2 proceedings at general meetings of the Union;
- 35.3 meetings of the Charity Trustees and committees of Charity Trustees, including:
 - 35.3.1 the names of the Charity Trustees present at the meeting;
 - 35.3.2 the decisions made at the meetings; and
 - 35.3.3 where appropriate the reasons for the decisions;;
- 35.4 resolutions and decisions made by the Charity Trustees and members of the Union otherwise than in meetings.

36. Register maintenance

The Charity 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.

37. Bye-Laws

The Students' Union Council shall have the power from time to time to 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.

38. Communications

Communications to the Union

- 38.1 Any Member or Charity Trustee of the Union may send documents or information to the Union:
 - 38.1.1 by hand; or
 - 38.1.2 by post,
 - by sending it to the principal office or any other address specified by the Union for this purpose.
 - 38.1.3 Electronic means by sending it to an address specified by the Union for this purpose
 - 38.1.4 All communications must be authenticated in a manner which is satisfactory to the Union.

Communications by the Union

- 38.2 The Union may send documents or information (including notices) to any Member or Charity Trustee of the Union by hand or by post, by handing it to them or by sending it to:

- 38.2.1 an address specified for the purpose by the intended recipient; or
- 38.2.2 their address as shown in the Union's register of Members or Charity Trustees (as appropriate); or
- 38.2.3 where the Union is unable to obtain an address falling within clauses 38.2.1 or 38.2.2, the intended recipient's last address known to the Union.
- 38.3 The Union may send or supply documents or information (including notices) to any Member or Charity Trustee of the Union in Electronic Form or by Electronic Means (including by email or by making it available on a website). Each Member and Charity Trustee of the Union, as a result of becoming a Member or Charity Trustee, as appropriate, shall be treated as having agreed to receive communications from the Union in Electronic Form or by Electronic Means.
- 38.4 When communicating any notice or proposal via a website, the Charity Trustees must take reasonable steps to ensure that Members and Charity Trustees are promptly notified of the publication of any such notice or proposal.

Deemed delivery

- 38.5 Where any document or information is sent or supplied by the Union to the Charity Trustees or the Members of the Union:
- 38.5.1 where it is sent by post it is deemed to be received 48 hours after it is posted;
- 38.5.2 where it is sent or supplied by Electronic Means (for example by email) it is deemed to be received on the same day that it is sent;
- 38.5.3 where it is sent or supplied by means of a website, it is deemed to be received:
- (a) when the material is first made available on the website; or
 - (b) if later, when the intended recipient received (or is treated as having received) notice of the fact that the material is available on the website.
- 38.6 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 38.5.

39. Reviewing and amending the constitution

- 39.1 The College shall be required to review the provisions of this constitution at intervals of no more than five years.
- 39.2 This constitution can be amended by a resolution of the Members passed in accordance with this constitution and in particular with clause 11.2.
- 39.3 The approval of the College shall be required for any amendments to the constitution.
- 39.4 Amendments to the constitution do not take effect until they have been registered by the Charity Commission in accordance with the Charities Act 2011.
- 39.5 In accordance with section 226 of the Charities Act 2011, any alteration of clause 3

(Objects), clause 40 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or Members of the Union or persons connected with them, requires the prior written consent of the Charity Commission.

- 39.6 The power of the Union to amend its constitution is not exercisable in any way which would result in the Union's ceasing to be a charity.
- 39.7 A copy of any resolution altering the constitution, together with a copy of the Union's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

40. Voluntary winding up or dissolution

- 40.1 The Members of the Union 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.
- 40.2 Subject to the payment of all the Union's debts:
- 40.2.1 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.
- 40.2.2 if the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the Union shall be applied.
- 40.2.3 in either case the remaining assets must be applied for charitable purposes which are the same as or similar to those of the Union.
- 40.3 If the Union is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

41. Interpretation

- 41.1 In this constitution:
- 41.1.1 "**AGM**" means the annual general meeting of the members of the Union held in accordance with clause 11;
- 41.1.2 "**Bye-Laws**" means the Bye-Laws setting out the working practices of the Union made from time to time in accordance with clause 37;
- 41.1.3 "**Charity Trustee**" means a charity trustee of the Union;
- 41.1.4 "**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);
- 41.1.5 "**Clerk To The Trustees**" means the person who manages the business of the Trustees, including; servicing Board meetings, and advising Trustees on governance and compliance. They are the main named contact between the

Union and the Charity Commission.

- 41.1.6 “**Clear Days**” means 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;
- 41.1.7 the “**College**” means the Royal Veterinary College incorporated by Royal charter in 1875;
- 41.1.8 “**Connected Person**” means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee
 - (b) the spouse or civil partner of the Charity Trustee or of any person falling within clause 41.1.8(a) above
 - (c) a person carrying on business in partnership with the Charity Trustee or with any person falling within clauses 41.1.8(a) or 41.1.8(b) above;
 - (d) an institution which is controlled:
 - (i) by the Charity Trustee or any Connected Person falling within clauses 41.1.8(a), 41.1.8(b), or 41.1.8(c) above; or
 - (ii) by two or more persons falling within clause 41.1.8(d)(i), when taken together; and
 - (e) a body corporate in which:
 - (i) the Charity Trustee or any Connected Person falling within clauses 41.1.8(a) to 41.1.8(c) has a substantial interest; or
 - (ii) two or more persons falling within clause 41.1.8(e)(i) who, when taken together, have a substantial interest.

For the purposes of this clause 41.1.8:

- (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 of the same sex 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.
- 41.1.9 “**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
- 41.1.10 “**the Education Act**” means the Education Act 1994;
- 41.1.11 “**the Officers**” means the individuals elected in accordance with clauses 14.8 to 14.13
- 41.1.12 “**Financial Expert**” means an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 41.1.13 “**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012;
- 41.1.14 “**Members**” means the members of the Union for the purposes of the Charities Act 2011, the General Regulations and the Dissolution Regulations;
- 41.1.15 “**Policy**” means representative and campaigning policy set by Referendum or Students’ Union Council in accordance with clause 12 and clause 13 respectively or by the Members in general meeting or at an AGM;
- 41.1.16 “**President**” means the president of the Union, as elected by the Members in accordance with the Bye-Laws;
- 41.1.17 “**RAG**” means the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;
- 41.1.18 “**Referendum**” means a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;
- 41.1.19 “**Senior Staff Member**” means the employed staff member responsible for the day to day running of the Union, and manager of all Union Staff (usually General Manager or Chief Executive).
- 41.1.20 “**Student**” means any individual who is formally registered for an approved programme of study provided by the Royal Veterinary College. For the avoidance of doubt, the Royal Veterinary College shall determine whether or not an individual has student status;
- 41.1.21 “**Students’ Union Council**” means the Student body elected by and from Students constituted in accordance with this constitution and the Bye-Laws of the Union; and
- 41.1.22 “**Union**” means The Royal Veterinary College Students’ Union.

- 41.1.23 **"Written Resolution"** means a resolution to be voted on by the Union as a Referendum as described in clause 12.
- 41.2 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).
- 41.3 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.
- 41.4 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.
- 41.5 Any dispute about the interpretation of this constitution shall be resolved by reference to principles of company law insofar as the same are not inconsistent with the law which applies to CIOs. Any questions regarding the operation of the CIO which cannot be resolved by reference to this constitution and the law which applies to CIOs shall be resolved by reference to principles of company law.