
Constitution
of
The Royal Veterinary College Students' Union

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwblp.com
LR/209725/0001/RMcC

The Royal Veterinary College Students' Union

Table of Contents

1.	Name.....	3
2.	National location of principal office	3
3.	Objects.....	3
4.	Powers	3
5.	Application of income and property.....	5
6.	Benefits and payments to Charity Trustees and Connected Persons.....	5
7.	Liability of Members to contribute to the assets of the Union if it is wound up	7
8.	Membership of the Union	7
9.	Honorary Officers and Honorary Members	9
10.	Members' decisions.....	9
11.	General meetings of Members	9
12.	Taking decisions by written resolution.....	17
13.	The Students' Union Council.....	17
14.	Charity Trustees.....	19
15.	Information for new Charity Trustees	21
16.	Disqualification, retirement and removal of Charity Trustees and Executive Officers	21
17.	Chair.....	23
18.	Taking of decisions by Charity Trustees	23
19.	Meetings and proceedings of Charity Trustees.....	23
20.	Unanimous decisions without a meeting	24
21.	Charity Trustee interests and management of conflicts of interest.....	25
22.	Powers of the Charity Trustees	26
23.	Charity Trustees may delegate	26
24.	Committees.....	27
25.	Delegation of day to day management powers.....	27
26.	Delegation of investment management.....	28
27.	Validity of Charity Trustee actions	28
28.	Irregularities	28
29.	Patrons.....	29
30.	Secretary.....	29
31.	Clubs and Societies.....	29
32.	Affiliations to External Organisations.....	29
33.	Complaints procedure.....	29
34.	Union finance, accounts, annual reports and returns.....	29
35.	Referendum.....	30
36.	Code of Conduct.....	30
37.	Interpretation.....	31
38.	Execution of documents and deeds.....	31
39.	Keeping of Registers	31
40.	Minutes	32
41.	Register maintenance.....	32
42.	Bye-Laws	32
43.	Disputes	32
44.	Communications	32
45.	Reviewing and amending the constitution	34

46. Voluntary winding up or dissolution	35
47. Interpretation	35

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)

.....

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, gender, sexual orientation, religious beliefs, disability, medical conditions, or political beliefs.

4. Powers

The Union has power to do anything which is calculated 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 any guidance published by the Charity Commission;
- 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 (Benefits and payments to Charity Trustees and Connected Persons) and provided it complies with the conditions of that clause);

- 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 employ a professional fund-manager, and arrange for the investments or other property of the Union to be held in the name of a nominee, in such manner as the Charity Trustees think fit;
- 4.17 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;
- 4.18 incorporate and acquire subsidiary companies to carry on any trade; and
- 4.19 support, set up or amalgamate with 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;
 - 5.2.3 interest at a reasonable and proper rate on money lent by any Member to the Union;
 - 5.2.4 any reasonable and proper rent for premises let by any Member to the Union; and
 - 5.2.5 any payments to a Member who is also a Charity Trustee which are permitted under clause 6.

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 6.4, 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 receive interest on money lent to the Union at a reasonable and proper rate.

6.2.4 A Charity Trustee or Connected Person may receive reasonable and proper rent for premises let by the Charity Trustee or Connected Person to the Union.

- 6.2.5 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.
- 6.2.6 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.
- 6.2.7 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 In clause 6.2, "the Union" includes any company in which the Union:
- 6.3.1 holds more than 50% of the shares; or
- 6.3.2 controls more than 50% of the voting rights attached to the shares; or
- 6.3.3 has the right to appoint one or more directors to the board of the company.
- 6.4 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**
- 8.1 The first Members of the Union shall be the First Charity Trustees until and including the Effective Date. Thereafter, the Members of the Union shall be:
- 8.1.1 each and every Student who has not opted out by notifying the Union of his or her wish not to be a Member of the Union in accordance with the Opting Out Bye-Laws; and
- 8.1.2 the sabbatical officers of the Union.

Register of Members

- 8.2 The names of the Members must be entered in the register of Members.

Termination of membership

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

- 8.3.1 if the Member dies;
- 8.3.2 he or she ceases 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;
- 8.3.3 he or she ceases to be a sabbatical officer;
- 8.3.4 he or she opts out of membership by giving written notice to the Union in accordance with the Opting Out Bye-Laws; or
- 8.3.5 in the case of Members other than the Officer Trustees, a resolution is passed at a meeting of the Charity Trustees at which at least half of the Trustees are present resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Charity Trustees.

Duty of Members

- 8.4 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

- 8.5 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, to stand and to vote in Union elections, and to hold office in clubs and societies.
- 8.6 Members of the Union who are, or will be, over the age of eighteen years on the day that they take up post, are eligible to stand for Union Executive Officer positions, with the exception of the Treasurer, who must be over 21. The Minibus Manager shall be licensed to drive all Union vehicles.
- 8.7 No Student who has opted out of membership may stand in Union elections. Only Members attending the Camden Campus the following academic year shall be eligible to stand for Vice President Camden or Camden Welfare Officer, only Members attending the Hawkshead Campus shall be eligible to stand for Deputy President

Hawkshead or Hawkshead Welfare Officer and only Members who are studying for the BVetMed shall be eligible to stand for The Association of Veterinary Students (AVS) Representative.

- 8.8 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 that the job description of the President 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.
- 9.2 Honorary Officers and Honorary Members shall be non-voting members and will not be Members of the Union for any purpose.
- 9.3 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 (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.
- 10.3 Clause 10.2 does not apply where the transaction or arrangement proposed to be entered into by the Union cannot reasonably be regarded as likely to give rise to a conflict of interest.

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.

- 11.2 Unless clause 11.3 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).
- 11.3 The following resolutions must be passed by a 75% majority of those Members voting at the meeting (including votes cast by postal or email ballot):
- 11.3.1 any decision to amend the constitution of the Union;
 - 11.3.2 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
 - 11.3.3 any decision to wind up the Union voluntarily or dissolve the Union.

Annual General Meeting

- 11.4 There must be an annual general meeting (“AGM”) of the Members of the Union.
- 11.5 The first AGM must be held within 18 months of the registration of the Union, and subsequent AGMs must be held at least once in every calendar year at intervals of not more than 15 months.
- 11.6 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

- 11.7 The Charity Trustees must call the AGM in accordance with clause 11.5.
- 11.8 The Charity Trustees may call any other general meeting of the Members at any time.
- 11.9 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 Schedule to this constitution.
- 11.10 If the Charity Trustees fail to comply with the obligation to call a general meeting at the request of the Members under clause 11.9, then the Members who requested the meeting may themselves call a general meeting.
- 11.10.1 A general meeting called in this way must be held not more than three months after the date when the Members first requested the meeting.
 - 11.10.2 The Union must reimburse any reasonable expenses incurred by the Members in calling a general meeting by reason of the failure of the Charity Trustees to duly call the meeting, but the Union shall be entitled to be indemnified in relation to such expenses by the Charity Trustees who were responsible for the failure.

Notice of general meetings of Members

- 11.11 At least 14 Clear Days’ notice of a general meeting of the Members of the Union must be given to all of the Members of the Union.

- 11.12 If not less than 90% of all of the Members of the Union who are entitled to vote at the meeting agree, any resolution may be proposed and passed at the meeting even though the requirements of clause 11.11 have not been met.
- 11.13 The notice of any general meeting must:
- 11.13.1 state the place, date and time of the meeting;
 - 11.13.2 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
 - 11.13.3 if the meeting is the AGM, identify the meeting as such;
 - 11.13.4 if a proposal to alter the constitution of the Union is to be considered at the meeting, include the text of the proposed alteration; and
 - 11.13.5 if the meeting is the AGM, be accompanied by the annual statement of accounts and the Charity Trustees' annual report, or where allowed under clause 44 (Communications), details of where the relevant documents and information may be found on the Union's website.
- 11.14 Clause 44 (Communications) shall apply when determining when notice of a general meeting is received.

Quorum for general meetings

- 11.15 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 11.16 The quorum shall be:
- 11.16.1 30 Members entitled to vote on the business to be transacted; or
 - 11.16.2 2% of the total membership;
- whichever is greater.
- 11.17 If a quorum is not present within half an hour from the time appointed for the meeting:
- 11.17.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
 - 11.17.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Charity Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chairing general meetings

- 11.18 The Chairperson of Students' Union Council shall preside as chair of every general meeting.
- 11.19 Chairperson of Students' Union Council is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present and entitled to vote must choose one of their number to be chair of the meeting.

Attendance and speaking by Charity Trustees, patrons and non-Members

- 11.20 Charity Trustees and patrons may attend and speak at general meetings, whether or not they are Members.
- 11.21 The chair of the meeting may permit other persons who are not Members to attend and speak at a general meeting.

Adjournment

- 11.22 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 11.22.1 the meeting consents to an adjournment; or
 - 11.22.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 11.23 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 11.24 When adjourning a general meeting, the chair of the meeting must:
- 11.24.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Charity Trustees; and
 - 11.24.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 11.25 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity Trustees must give at least 7 Clear Days' notice of it:
- 11.25.1 to the same persons to whom notice of the Union's general meetings is required to be given; and
 - 11.25.2 containing the same information which such notice is required to contain.
- 11.26 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting

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

11.28 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

11.28.1 has or has not been passed; or

11.28.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with clause 40 (Minutes) is also conclusive evidence of that fact without such proof.

Votes on a show of hands

11.29 On a vote on a resolution which is carried out by a show of hands, every Member present in person has one vote.

Votes on a poll

11.30 On a vote on a resolution which is carried out by a poll, the following persons have one vote each (subject to clauses 11.31 and 11.32):

11.30.1 every Member present in person; and

11.30.2 every Member who has cast a valid postal or email vote on the resolution.

11.31 A Member who has cast a valid postal or email vote is allowed to vote at the meeting and counts towards the quorum. If he or she decides to vote at the meeting, the valid postal or email vote which he or she has already cast shall be treated as an invalid vote. A Member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

Casting vote

11.32 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

Errors and disputes

11.33 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

11.34 Any such objection must be referred to the chair of the meeting whose decision is final.

Poll votes

- 11.35 A poll on a resolution may be demanded:
- 11.35.1 in advance of the general meeting where it is to be put to the vote; or
 - 11.35.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 11.36 A poll may be demanded by:
- 11.36.1 the chair of the meeting;
 - 11.36.2 the Charity Trustees; or
 - 11.36.3 ten or more Members having the right to vote on the resolution.
- 11.37 A demand for a poll may be withdrawn if:
- 11.37.1 the poll has not yet been taken; and
 - 11.37.2 the chair of the meeting consents to the withdrawal.
- 11.38 Subject to the constitution, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.
- 11.39 A poll may be taken:
- 11.39.1 at the meeting at which it was demanded;
 - 11.39.2 at some other time and place specified by the chair of the meeting; or
 - 11.39.3 through the use of postal or electronic communications.
- 11.40 The chair of the meeting may appoint scrutineers (who need not be Members) and decide how and when the result of the poll is to be declared.
- 11.41 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 11.42 A poll on:
- 11.42.1 the election of the chair of the meeting; or
 - 11.42.2 a question of adjournment;
- must be taken immediately.
- 11.43 Other polls must be taken within 30 days of their being demanded.

- 11.44 A demand for a poll does not prevent a general meeting from continuing, regardless of whether or not the poll is to be taken at the meeting itself.
- 11.45 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 11.46 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

Postal and email votes

- 11.47 The Union may, if the Charity Trustees so decide, allow the Members to vote by post or electronic mail ("email") to make a decision on any matter that is being decided at a general meeting of the Members.
- 11.48 The Charity Trustees must appoint at least two persons to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- 11.49 If postal and/or email voting is to be allowed on a matter, the Union must send to Members of the Union not less than 14 days before the deadline for receipt of votes cast in this way a notice including an explanation of the purpose of the vote and the voting procedure to be followed by the Members.
- 11.50 The voting procedure must require all forms returned by post to be in an envelope with the Member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for The Royal Veterinary College Students' Union', at the Union's principal office or such other postal address as is specified in the voting procedure.
- 11.51 The voting procedure for votes cast by email must require the Member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 11.52 Email votes must be returned to an email address specified in the voting procedure.
- 11.53 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 11.54 The scrutineers must make a list of names of Members casting valid votes, and a separate list of Members casting invalid votes. These lists must be provided to a Charity Trustee or other person overseeing admission to, and voting at, the general meeting.
- 11.55 For postal votes, the scrutineers must retain the internal envelopes (with the Member's name and signature). For email votes, the scrutineers must cut off and retain the top part of the email that includes the Member's name. In each case, a scrutineer must record on this evidence of the Member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration. In respect of each Member who cast a valid vote, the scrutineers must keep a record of how that Member voted, namely whether they voted in favour or against each proposed resolution.

- 11.56 Votes cast by post or email must be counted by the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 11.57 The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 11.58 Following the final declaration of the result of the vote, the scrutineers must provide to a Charity Trustee or other authorised person bundles containing the evidence of Members submitting valid votes and invalid votes; the valid votes; and the invalid votes.
- 11.59 Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Charity Trustees, to consist of two Charity Trustees and two persons independent of the Union. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

Attendance and speaking at general meetings

- 11.60 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 11.61 A person is able to exercise the right to vote at a general meeting when:
- 11.61.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 11.61.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 11.62 The Charity Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 11.63 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 11.64 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Amendments to resolutions

- 11.65 A resolution to be proposed at a general meeting may be amended by resolution, if:
- 11.65.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

11.65.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

11.66 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

12. Taking decisions by written resolution

12.1 Subject to this clause 12, a written resolution shall be effective if it is agreed by:

12.1.1 a simple majority of the eligible Members; or

12.1.2 in the case of a resolution listed in clause 11.3, all of the eligible Members.

12.2 In relation to a resolution proposed as a written resolution of the Union, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

12.3 On a written resolution each Member shall have one vote.

12.4 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.

12.5 The required majority of eligible Members must signify their agreement to the written resolution within the time period determined by the Charity Trustees which shall begin with the Circulation Date and shall not be less than 28 days.

12.6 A Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:

12.6.1 identifying the resolution to which it relates; and

12.6.2 indicating the Member's agreement to the resolution.

12.7 For the purposes of clause 12.6 a document may be authenticated by the Member's signature, by a statement of the Member's identity accompanying the document, or in such other manner as the Union has specified.

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 made up of the following categories:

13.2.1 the Charity Trustees;

- 13.2.2 the Year Representatives;
 - 13.2.3 the Students' Union Shop Managers; and
 - 13.2.4 the Students' Union Bar Manager.
- 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 22.4 and 35.4, set the Policy of the Union;
 - 13.3.3 amend the Bye-Laws in accordance with clause 42;
 - 13.3.4 hold accountable the Charity Trustees on their work;
 - 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 clause 13.2) 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, he or she shall hold an Emergency Students' Union Council Meeting within ten (10) College working days. Such a meeting shall discuss only that business for which it was called, which must be specified in the written request. 'College working days' include Monday to Friday from the first day of term for the earliest starting course to the last day of term for the latest finishing course.
- 13.10 At least seven (7) College working days' notice shall be given of all Students' Union Council meetings. Notice of each meeting shall be placed on the Union notice boards in all centres.
- 13.11 The agenda shall be posted on the Union notice boards 48 hours before the Students' Union Council meeting.
- 13.12 Proposed amendments to the Constitution or the Bye-Laws must be submitted to the President seven (7) working days before the meeting.
- 13.13 The quorum for ordinary and emergency Students' Union Council meetings shall be 50% of persons entitled to attend plus one.
- 13.14 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 he or she is under the age of 18 years. The Treasurer must be aged 21 or over.

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 The First Charity Trustees of the Union are Christopher Browne, Christopher Pennelegion and Danesh Gnanalingam until and including the Effective Date. Thereafter, the Charity Trustees shall be made up of not more than 19 Officer Trustees elected in accordance with the remaining provisions of this clause 14.
- 14.8 The Executive Officers shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Bye-Laws.
- 14.9 Up to 19 Executive Officers shall be elected in accordance with clause 14.8 to posts specified in the Bye-Laws and each of these Executive Officers shall also hold office as an Officer Trustee until he or she ceases to be an Executive Officer in accordance with clause 16.3 or ceases to be an Officer Trustee in accordance with clauses 16.1 or 16.2.
- 14.10 Except where otherwise indicated, references in this constitution to “Officer Trustees” are to individuals acting solely in their capacity as Officer Trustees.
- 14.11 The Executive Officers shall be elected before the end of May each academic year in accordance with the Union’s Election Bye-Laws. They will serve from August 1st of that year to July 31st of the following year. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. An Executive Officer (other than a sabbatical Executive Officer) may serve a

maximum of four consecutive terms.

- 14.12 Each Executive Officer must be a Student or an Executive Officer at the time of his or her election. In accordance with clause 8.1, each Executive Officer shall become a Member of the Union on commencement of his or her appointment or re-appointment as an Executive Officer. Such membership shall cease when the Executive Officer ceases to be an Executive Officer.
- 14.13 The Executive Officers shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.
- 14.14 The Bye-Laws shall specify whether any of the Executive Officer posts are sabbatical posts. If an Executive Officer is elected to a sabbatical union office, at the same time as commencing his or her term of office as an Executive Officer, the Executive Officer will enter into a contract of employment with the Union or the College for a term to be determined by the Bye-Laws. The duties and method of remuneration of sabbatical Executive Officers shall be as set out in the Bye-Laws.
- 14.15 A sabbatical Executive Officer shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a sabbatical Executive Officer may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Union’s Election Bye-Laws. For the avoidance of doubt, a sabbatical Executive Officer’s terms of office may be either consecutive or non-consecutive.

15. Information for new Charity Trustees

The Charity Trustees will make available to each new Charity Trustee, on or before his or her first appointment:

- 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.

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

- 16.1 A Charity Trustee ceases to hold office if:
- 16.1.1 he or she retires 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 he or she fails to attend three consecutive meetings of the Charity Trustees and the Charity Trustees resolve that he or she be removed for this reason;
- 16.1.3 the Charity Trustees reasonably believe that he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 16.1.4 he or she is disqualified under the Charities Act 2011 from acting as a

charity trustee;

16.1.5 in the case of an Officer Trustee who is an employee of the Union, he or she ceases to be an employee of the Union or resigns as an employee;

16.1.6 he or she ceases to be a Student, unless they are the President; or

16.1.7 he or she is removed from office under clause 16.2.

Removal of Charity Trustees by the Members or Students' Union Council

16.2 The office of a Charity Trustee shall be vacated if:

16.2.1 at a general meeting of the Union, a resolution is passed by a two thirds majority that he or she be removed from office, provided the meeting has invited his or her 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 simple majority of the Members voting in a Referendum, provided that at least 25 Members cast a vote in the Referendum; or

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.

Removal of Executive Officers

16.3 An Executive Officer shall be removed from office if he or she:

16.3.1 resigns or dies; or

16.3.2 is removed from office as an Executive Officer by:

(a) a motion of no confidence in the Executive Officer passed by a simple majority of the Members voting in a Referendum, provided that at least 25 Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 5% of the Members; or

(b) a motion of no confidence in the Executive Officer is passed by a two thirds majority vote of the Student Council;

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

Replacement of Executive Officers

16.4 If an Executive 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

The President shall be the Chair of the Charity Trustees.

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 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.

19.6 Notice of Charity Trustees' meetings must be in writing.

Chairing of Charity Trustees' meetings

19.7 The Chair of the Charity Trustees or, in his or her absence, another Charity Trustee nominated by the Charity Trustees present shall preside as chair of each Charity Trustees' meeting.

Procedure at Charity Trustees' meetings

19.8 At a Charity Trustees' meeting, unless a quorum is participating, no proposal is to be

voted on, except a proposal to call another meeting.

- 19.9 The quorum for Charity Trustees' meetings may be fixed from time to time by a decision of the Charity Trustees, but it must never be less than two, and unless otherwise fixed it is two or 50% of the total number of Charity Trustees, whichever is the greater.
- 19.10 If the total number of Charity Trustees for the time being is less than the quorum required, the Charity Trustees must not take any decision other than a decision to appoint further Charity Trustees.
- 19.11 Guests or observers can attend a Charity Trustees' meeting at the discretion of the chair.
- 19.12 Questions arising at a meeting shall be decided by a majority of the Charity Trustees present and voting.
- 19.13 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

- 19.14 Charity Trustees participate in a Charity Trustees' meeting, or part of a Charity Trustees' meeting, when:
 - 19.14.1 the meeting has been called and takes place in accordance with the constitution; and
 - 19.14.2 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).
- 19.15 In determining whether Charity Trustees are participating in a Charity Trustees' meeting, it is irrelevant where any Charity Trustee is or how they communicate with each other.

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 he or she has in a proposed transaction or arrangement with the Union; and
 - 21.1.2 any direct or indirect interest or any duty which he or she has which conflicts or may conflict with the interests of the Union or his or her 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, he or she is 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 his or her 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, he or she 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 cause a register of Charity Trustees' interests to be kept.

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; and

22.3.3 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 may delegate

23.1 Subject to this constitution, the Charity Trustees may delegate any of their powers or functions to any committee.

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.

23.3 Any delegation by the Charity Trustees may be:

23.3.1 by such means;

23.3.2 to such an extent;

23.3.3 in relation to such matters or territories; and

23.3.4 on such terms and conditions,

as they think fit.

- 23.4 The Charity Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 23.5 The Charity Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 23.6 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 chief

executive 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 manager with a description of his or her role and the extent of his or her authority; and
- 25.3 any manager must report regularly to the Charity Trustees on the activities undertaken in managing the Charity Trustees and provide them regularly with management accounts which are sufficient to explain the financial position of the Union.

26. Delegation of investment management

The Charity Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 26.1 the investment policy is set down in writing for the Financial Expert or Experts by the Charity Trustees;
- 26.2 timely reports of all transactions are provided to the Charity Trustees;
- 26.3 the performance of the investments is reviewed regularly with the Charity Trustees;
- 26.4 the Charity Trustees are entitled to cancel the delegation arrangement at any time;
- 26.5 the investment policy and the delegation arrangements are reviewed regularly;
- 26.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Charity Trustees on receipt; and
- 26.7 the Financial Expert or Experts must not do anything outside the powers of the Charity Trustees.

27. 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 his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Charity Trustee.

28. Irregularities

The proceedings at any meeting or on the taking of any poll 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.

29. Patrons

The Charity Trustees may appoint and remove any individual(s) as patron(s) of the Union on such terms as they shall think fit.

30. Secretary

A secretary may be appointed by the Charity Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them.

31. 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.

32. Affiliations to External Organisations

32.1 Any proposal to affiliate to an external organisation shall be approved by the Students' Union Council.

32.2 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.

32.3 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.

32.4 The Union's current list of affiliations shall be submitted for approval by the Members at least annually in accordance with the Education Act.

32.5 In the event of an objection to an existing affiliation to any particular external organisation, a petition for a Referendum to overturn the affiliation may be made. Such petition must be signed by a minimum of 5% of the Members of the Union and must be presented to the President. The Referendum shall be conducted in accordance with clause 35 (Referendum). A further Referendum on the same affiliation cannot be called in the same academic year.

33. Complaints procedure

Complaints about an individual officer, the Charity Trustees or any member of the Students' Union Council shall be dealt with under the complaints procedure contained in the Bye-Laws.

34. Union finance, accounts, annual reports and returns

34.1 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.

- 34.2 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 returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Union, within 10 months of the financial year end.
- 34.3 The Members of the Union have the right to ask the Charity Trustees questions in writing about the content of any documents referred to in clause 34.2.
- 34.4 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 Students' Union Council for discussion and approval.
- 34.5 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.
- 34.6 The financial year of the Union shall run from the 1st August to the 31st July.
- 34.7 The organisation of the Union finances and systems of control shall be contained in the Bye-Laws.

35. Referendum

- 35.1 A Referendum of Students' opinions shall be held on any issue if the Students' Union Council resolves, by a two thirds majority, to call a Referendum. Any Member may also call a Referendum if a petition containing the name, course and signature of at least 5% of Members is handed to the President.
- 35.2 The Returning Officer shall be responsible for deciding the 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.
- 35.3 The Referendum shall be supervised by the Returning Officer who shall be appointed subject to the requirements of the Election Bye-Laws.
- 35.4 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.

36. Code of Conduct

- 36.1 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.
- 36.2 All 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.

- 36.3 The code of conduct may include sanctions up to and including the unlimited suspension of any or all of the rights of Union membership.

37. Interpretation

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

38. Execution of documents and deeds

- 38.1 Documents may be executed:
- 38.1.1 by the Union, in accordance with clauses 38.2 and 38.3; or
 - 38.1.2 on behalf of the Union, by a person acting under the express or implied authority of the Union.
- 38.2 Where a document is executed by the Union in accordance with clause 38.1.1, it may be executed either:
- 38.2.1 by being signed by at least two of the Charity Trustees; or
 - 38.2.2 by the affixing of its seal (if it has one).
- 38.3 If the Union has a seal:
- 38.3.1 The Union must have its name engraved in legible characters on the seal.
 - 38.3.2 The seal must only be used by the authority of the Charity Trustees or of a committee of Charity Trustees duly authorised by the Charity Trustees.
 - 38.3.3 The Charity Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Charity Trustees.
- 38.4 Deeds may be executed by the Union in accordance with clauses 38.2 and 38.3.
- 38.5 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.

39. 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.

40. Minutes

The Charity Trustees must keep minutes of all:

- 40.1 appointments of officers made by the Charity Trustees;
- 40.2 proceedings at general meetings of the Union;
- 40.3 meetings of the Charity Trustees and committees of Charity Trustees, including:
 - 40.3.1 the names of the Charity Trustees present at the meeting;
 - 40.3.2 the decisions made at the meetings; and
 - 40.3.3 where appropriate the reasons for the decisions;;
- 40.4 resolutions and decisions made by the Charity Trustees and members of the Union otherwise than in meetings.

41. 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.

42. 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.

43. Disputes

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

44. Communications

Communications to the Union

- 44.1 Any Member or Charity Trustee of the Union may send documents or information to the Union:
 - 44.1.1 by hand; or
 - 44.1.2 by post,by sending it to the principal office or any other address specified by the Union for this purpose.

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

44.2.1 in the case of documents or information sent in Electronic Form, the Union has agreed (generally or specifically) to receive documents or information in that form (and has not revoked that agreement), or is treated as having agreed to receive documents or information in that form under clause 44.6;

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

(a) an address specified by the Union for the purpose; or

(b) an address to which clause 44.6 applies; and

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

Communications by the Union

44.3 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:

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

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

44.3.3 where the Union is unable to obtain an address falling within clauses 44.3.1 or 44.3.2, the intended recipient's last address known to the Union.

44.4 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.

44.5 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.

Union's deemed agreement to electronic communications

44.6 If the Union sends or supplies documents or information to another person in Electronic Form:

44.6.1 the Union is treated as having agreed to accept a response in Electronic Form; and

44.6.2 where the document or information is sent or supplied by the Union by

Electronic Means from an electronic address, or the Union has given such an address in the document or information (subject to any limitations specified when providing that address), the Union is treated as having agreed to the response being sent by Electronic Means to that address.

Deemed delivery

- 44.7 Where any document or information is sent or supplied by the Union to the Charity Trustees or the Members of the Union:
- 44.7.1 where it is sent by post it is deemed to be received 48 hours after it is posted;
 - 44.7.2 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;
 - 44.7.3 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.
- 44.8 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 44.7.

45. Reviewing and amending the constitution

- 45.1 The College shall be required to review the provisions of this constitution at intervals of no more than five years.
- 45.2 This constitution can be amended by a resolution of the Members passed in accordance with this constitution and in particular with clause 11.3.
- 45.3 The approval of the College shall be required for any amendments to the constitution.
- 45.4 Amendments to the constitution do not take effect until they have been registered by the Charity Commission in accordance with the Charities Act 2011.
- 45.5 In accordance with section 226 of the Charities Act 2011, any alteration of clause 3 (Objects), clause 46 (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.
- 45.6 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.
- 45.7 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.

46. Voluntary winding up or dissolution

- 46.1 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.
- 46.2 Subject to the payment of all the Union's debts:
- 46.2.1 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.
 - 46.2.2 if the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the Union shall be applied.
 - 46.2.3 in either case the remaining assets must be applied for charitable purposes which are the same as or similar to those of the Union.
- 46.3 If the Union is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

47. Interpretation

- 47.1 In this constitution:
- 47.1.1 “**AGM**” means the annual general meeting of the members of the Union held in accordance with clause 11;
 - 47.1.2 “**Bye-Laws**” means the Bye-Laws setting out the working practices of the Union made from time to time in accordance with clause 42;
 - 47.1.3 “**Charity Trustee**” means a charity trustee of the Union;
 - 47.1.4 “**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);
 - 47.1.5 “**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;
 - 47.1.6 the “**College**” means the Royal Veterinary College incorporated by Royal charter in 1875;
 - 47.1.7 “**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 47.1.7(a) above;

- (c) a person carrying on business in partnership with the Charity Trustee or with any person falling within clauses 47.1.7(a) or 47.1.7(b) above;
- (d) an institution which is controlled:
 - (i) by the Charity Trustee or any Connected Person falling within clauses 47.1.7(a), 47.1.7(b), or 47.1.7(c) above; or
 - (ii) by two or more persons falling within clause 47.1.7(d)(i), when taken together; and
- (e) a body corporate in which:
 - (i) the Charity Trustee or any Connected Person falling within clauses 47.1.7(a) to 47.1.7(c) has a substantial interest; or
 - (ii) two or more persons falling within clause 47.1.7(e)(i) who, when taken together, have a substantial interest.

For the purposes of this clause 47.1.7:

- (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.

47.1.8 “**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;

47.1.9 “**the Education Act**” means the Education Act 1994;

47.1.10 “**the Effective Date**” means the date on which the undertaking previously

carried on by the unincorporated charity known as The Royal Veterinary College Students' Union is transferred to the Union;

- 47.1.11 “**the Executive Officers**” means the individuals elected in accordance with clauses 14.9 to 14.13 (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act);
 - 47.1.12 “**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;
 - 47.1.13 “**the First Charity Trustees**” means the individuals named in clause 14.7;
 - 47.1.14 “**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012;
 - 47.1.15 “**Members**” means the members of the Union for the purposes of the Charities Act 2011, the General Regulations and the Dissolution Regulations;
 - 47.1.16 “**Policy**” means representative and campaigning policy set by Referendum or Students' Union Council in accordance with clause 35 and clause 13 respectively or by the Members in general meeting or at an AGM;
 - 47.1.17 a “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing;
 - 47.1.18 “**President**” means the president of the Union, as elected by the Members in accordance with the Bye-Laws;
 - 47.1.19 “**RAG**” means the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;
 - 47.1.20 “**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;
 - 47.1.21 “**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;
 - 47.1.22 “**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
 - 47.1.23 “**Union**” means The Royal Veterinary College Students' Union.
- 47.2 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).
- 47.3 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.

- 47.4 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.
- 47.5 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.

Schedule 1

Rights of Members and Students' Union Council to require a general meeting

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