

The Companies Act 2006

Company Limited by Guarantee and not Having a Share Capital

**Memorandum
and
Articles of Association
of
York St John Students' Union**

AGREED: 13th December 2011

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RMC/LR/013832/0007**

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Memorandum of Association of York St John Students' Union

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the company.

Name of each subscriber

Authentication by each subscriber

Jason Wallis

Signature:

WITNESS to above signature:

Signature:

Name:

Address:

Katie Knowles

Signature:

WITNESS to above signature:

Signature:

Name:

Address:

Gary Milner

Signature:

WITNESS to above signature:

Signature:

Name:

Address:

Dated: 1st August 2010

Table of Contents and Comments

Background	p.1
Part 1 Key Constitutional Provisions	
1. Definitions and Interpretation	
2. Name	
3. Registered office	p.2
4. Objects	
5. Powers	
6. Limitation on private benefits	p.5
7. Liability of Members	p.6
8. Dissolution	p.7
9. Reviewing and Amending the Articles	
Part 2 Members	
10. Becoming a Member	
11. Termination of Membership	
12. Associate members	p.8
13. Referenda	
14. Annual general meeting	p.9
15. General meetings	
16. Location of meetings	
17. Length of notice	
18. Contents of notice	
19. Service of notice	p.10
20. Quorum	
21. Chairing general meetings	
22. Attendance and speaking by Trustees and non-Members	
23. Adjournment	p.11
24. Voting: general	
25. Poll	
26. Voting	p.12
27. Errors and disputes	
28. Content of proxy notices	
29. Amendments to resolutions	p.13
30. Written Resolutions	
Part 3 Trustees	
31. Appointment of Trustees	p.14
32. Officer Trustees	p.15
33. Student Trustees	
34. External Trustees	
35. Disqualification, Resignation and Removal of Trustees	p.16
36. Removal of Trustees by the Members or the Student Council	
37. Removal of Trustees by the Board	
38. Rights of Removed Trustee	p.17
39. Replacement of Trustees	
40. Trustees' general authority	
41. Trustees may delegate	p.18
42. Committees	

43. Delegation of day-to-day management powers to the Chief Executive	p.19
44. The Executive Committee	p.20
45. Directors to take decisions collectively	
46. Trustees' meetings	
47. Calling a Trustees' meeting	
48. Length of Notice	
49. Contents of Notice	p.21
50. Service of Notice	
51. Participation in Trustees' meetings	
52. Quorum for Trustees' meetings	
53. Chair and Deputy Chair	p.22
54. Casting vote	
55. Decisions without a meeting	
56. Conflicts of interest	
57. Trustees' power to authorise a conflict of interest	p.23
58. Register of Trustees' interests	
Part 4 Student Council	
59. Student Council	p.24
Part 5 Administrative Arrangements and Miscellaneous Provisions	
60. Bye-Laws	
61. Communications by and to the Union	
62. Secretary	p.26
63. Minutes	
64. Records and accounts	p.27
65. Irregularities	
66. Patrons	
67. Exclusion of model articles	
68. Indemnity	p.28
69. Defined terms	
BYELAWS	
1. Membership	p.33
2. Governance	p.35
3. The Officer Trustees	p.41
4. Senate	p.43
5. Faculty Forums	p.45
6. Committees and Collectives of the Union	p.50
7. Clubs and Societies	p.56
8. Financial Regulations	p.59
9. Elections	p.62
10. National Union of Students (NUS)	p.68
11. Staff of the Union	p.69

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Articles of Association of York St John Students' Union

BACKGROUND

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

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article 69. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Board of Trustees/President.

2. Name

The name of the company is York St John Students' Union. In these Articles it is called "the Union".

3. **Registered office**

The registered office of the Union is situated in England and Wales.

4. **Objects**

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

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

5. **Powers**

To further its objects, but not for any ultra vires purpose, the Union may:

- 5.1 provide services and facilities for Members;
- 5.2 establish, support, promote and operate a network of student activities for Members;
- 5.3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 5.4 alone or with other organisations:
 - (a) carry out campaigning activities;
 - (b) seek to influence public opinion; and
 - (c) make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 5.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 5.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 5.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;

- 5.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 5.9 co-operate with other charities and bodies and exchange information and advice with them;
- 5.10 become a member, affiliate or associate of other charities and bodies;
- 5.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 5.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 5.13 pay out of the funds of the Union the costs of forming and registering the Union;
- 5.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 5.15 borrow and raise money on such terms and security as the Union may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 5.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 5.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 5.18 make grants or loans of money and give guarantees;
- 5.19 set aside funds for special purposes or as reserves against future expenditure;
- 5.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - (a) the investment policy is set down in writing for the financial expert by the Trustees;
 - (b) every transaction is reported promptly to the Trustees;
 - (c) the performance of the investments is reviewed regularly by the Trustees;
 - (d) the Trustees are entitled to cancel the delegation at any time;

- (e) the investment policy and the delegation arrangements are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (g) the financial expert may not do anything outside the powers of the Trustees;
- 5.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 5.25 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 5.26 establish or acquire subsidiary companies to carry on any trade;
- 5.27 subject to Article 6 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 5.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 5.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union, including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to:
- (a) any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (b) any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;
 - (c) any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have

known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; or

- (d) in relation to any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation; and

5.30 do all such other lawful things as shall further the Union's objects.

6. **Limitation on private benefits**

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

6.2 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:

6.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;

6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Article 6.3 shall apply;

6.2.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and

6.2.4 any reasonable and proper rent for premises let by any Member to the Union.

6.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:

6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;

6.3.2 reasonable and proper out of pocket expenses of the Trustees;

6.3.3 reasonable and proper remuneration to any Officer Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:

- (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 Article 6.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (c) if the person being remunerated is a Trustee the procedure described in Article 56 (Conflicts of Interest) must be followed in considering the appointment of the 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 Article 56 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
 - (e) subject to Article 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
 - (f) at all times the provisions of the Education Act are complied with;
- 6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
- 6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
- 6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.29;
- 6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Article 68; and
- 6.3.8 any payments authorised in writing by the Charity Commission.
- 6.4 In Articles 6.2 and 6.3, references to the Union shall be read as references to the Union and/or any Subsidiary Company.
- 6.5 For any transaction authorised by Article 6.3 or Article 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article 6.3 or Article 6.4 have been complied with.
- 6.6 Where a vacancy arises on the Board of Trustees with the result that Article 6.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Article 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

7. **Liability of Members**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Union in the event of its being wound up

while he or she is a Member or within one year after he or she ceases to be a Member, for:

- 7.1 payment of the Union's debts and liabilities contracted before he or she ceases to be a Member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

8. **Dissolution**

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

9. **Reviewing and Amending the Articles**

- 9.1 The York St John University shall be required to review the provisions of the Union's Articles of Association at intervals of not more than five years.
- 9.2 The approval of the York St John University shall be required for any amendments to the Union's Articles of Association.

PART 2

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

10. **Becoming a Member**

- 10.1 The Members of the Union shall be as follows:

10.1.1 each and every Student who has not opted out by notifying York St John University and the President of York St John Students' Union of his or her wish not to be a Member of the Union; and

10.1.2 the Officer Trustees of the Union.

- 10.2 The names of the Members of the Union shall be entered in the register of Members.
- 10.3 Members of the Union shall be entitled to the benefits set out in the Code of Practice.

11. **Termination of Membership**

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

- 11.1 he or she ceases to be a Student;
- 11.2 he or she ceases to be an Officer Trustee;
- 11.3 he or she opts out of membership by giving written notice to the Union in accordance with the Bye-Laws; or
- 11.4 in the case of Members other than the Officer Trustees, a resolution is passed by a majority vote of the Student Council 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 Student Council.

12. **Associate members**

The Student Council may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with the Bye-Laws provided that no such associate members shall be Members of the Union for the purposes of the Articles or the Companies Acts.

REFERENDA

13. **Referenda**

- 13.1 A Referendum may be called on any issue by:
 - 13.1.1 a resolution of the Trustees;
 - 13.1.2 a majority vote of the Student Council; or
 - 13.1.3 a Secure Petition signed by at least 150 Members.
- 13.2 Subject to Article 40.3, a resolution may only be passed by Referendum if at least 600 Members cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.
- 13.3 Referenda shall be conducted in accordance with these Articles and the Bye-Laws.
- 13.4 Subject to Article 40.3, the Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set by the Student Council but not Policy set by the Members in general meeting.

ANNUAL GENERAL MEETING

14. Annual general meeting

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

ORGANISATION OF GENERAL MEETINGS

15. General meetings

The Trustees may call a general meeting at any time. The Trustees must call a general meeting if:

- 15.1 requested to do so by the Members provided such request is signed by at least 50 Members having the right to attend and vote at general meetings;
- 15.2 required to do so by the Members under the Companies Acts; or
- 15.3 requested to do so by the Student Council provided such request has been approved by a two-thirds majority vote of the Student Council.

16. Location of meetings

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

17. Length of notice

All general meetings shall be called by either:

- 17.1 at least 14 clear days' notice; or
- 17.2 shorter notice if it is so agreed by a majority of the Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the Members.

18. Contents of notice

- 18.1 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Union there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a general meeting.

- 18.2 If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:

- 18.2.1 ratification of minutes of the previous annual general meeting;
- 18.2.2 receiving the report of the Trustees on the Union's activities since the previous annual general meeting;
- 18.2.3 receiving the accounts of the Union for the previous financial year;
- 18.2.4 appointment of the auditors;
- 18.2.5 approving the list of affiliations of the Union; and
- 18.2.6 open questions to the Trustees by the Members.]

19. **Service of notice**

Notice of general meetings shall be given to every Member, to the Trustees, to any patron(s) and to the auditors of the Union.

20. **Quorum**

- 20.1 No business shall be transacted at any general meeting unless a quorum is present.
- 20.2 50 persons entitled to vote upon the business to be transacted (each being a Member or a proxy for a Member) or 1% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum.
- 20.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

21. **Chairing general meetings**

The chair of Student Council or in his or her absence the Deputy Chair shall preside as chair of the meeting. In the absence of the chair of Student Council and the Deputy Chair, the Members present and entitled to vote shall choose one of their number to be chair of the meeting save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chair of the meeting.

22. **Attendance and speaking by Trustees and non-Members**

- 22.1 A Trustee may, even if not a Member, attend and speak at any general meeting.
- 22.2 A patron may, even if not a Member, attend and speak at any general meeting.
- 22.3 The chair of the meeting may permit other persons who are not Members of the Union to attend and speak at any general meeting.

23. **Adjournment**

23.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

23.1.1 the meeting consents to an adjournment; or

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

23.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

23.3 When adjourning a general meeting, the chair of the meeting must:

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

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

23.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Union must give at least seven clear days' notice of it:

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

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

23.5 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 AT GENERAL MEETINGS

24. **Voting: general**

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 Articles.

25. **Poll**

25.1 A poll on a resolution may be demanded:

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

25.1.2 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.

25.2 A poll may be demanded by:

25.2.1 the chair of the meeting;

- 25.2.2 the Trustees;
 - 25.2.3 two or more persons having the right to vote on the resolution;
 - 25.2.4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes; or
 - 25.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 25.3 A demand for a poll may be withdrawn if:
- 25.3.1 the poll has not yet been taken; and
 - 25.3.2 the chair of the meeting consents to the withdrawal.
- 25.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.
26. **Voting**
- 26.1 On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every Member present in person or by proxy shall have one vote.
- 26.2 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.
27. **Errors and disputes**
- 27.1 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.
- 27.2 Any such objection must be referred to the chair of the meeting whose decision is final.
28. **Content of proxy notices**
- 28.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- 28.1.1 states the name and address of the Member appointing the proxy;
 - 28.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 28.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 28.1.4 is delivered to the Union in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 28.2 The Union may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 28.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 28.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 28.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 28.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
29. **Amendments to resolutions**
- 29.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 29.1.1 notice of the proposed amendment is given to the Union in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
 - 29.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 29.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 29.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 29.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 29.3 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.

WRITTEN RESOLUTIONS

30. **Written Resolutions**
- 30.1 Subject to Article 30.5, a written resolution of the Union passed in accordance with this Article shall have effect as if passed by the Union in general meeting.
- 30.2 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members.
- 30.3 A written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A

written resolution is not a special resolution unless it states that it was proposed as special resolution.

- 30.4 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.
- 30.5 A Members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 30.6 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Union's auditors in accordance with the Companies Acts.
- 30.7 A Member signifies their agreement to a proposed written resolution when the Union receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution provided that:
- 30.7.1 if the document is sent to the Union in hard copy form, it is authenticated if it bears the Member's signature; and
- 30.7.2 if the document is sent to the Union by electronic means, it is authenticated if it is accompanied by a statement of the identity of the Member and the Union has no reason to doubt the truth of that statement
- 30.8 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 30.9 A proposed written resolution lapses if it is not passed within 48 days beginning with the circulation date.

PART 3

TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

31. Appointment of Trustees

The Trustees shall be made up of the following persons:

- 31.1 not more than 3 Officer Trustees, elected in accordance with Article 32;
- 31.2 not more than 2 Student Trustees, appointed in accordance with Article 33;
- 31.3 not more than 3 External Trustees, appointed in accordance with Article 34.

32. Officer Trustees

- 32.1 Up to 3 Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts set out in the Bye-Laws.
- 32.2 The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee 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 Bye-Laws. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.
- 32.3 Each Officer Trustee must be a Student or an Officer Trustee at the time of his or her election. An Officer Trustee shall become a Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.
- 32.4 The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 32.5 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

33. Student Trustees

- 33.1 Subject to Article 33.2 below, up to 2 Student Trustees shall be appointed by a simple majority vote of the Appointments Committee held in accordance with the Bye-Laws.
- 33.2 Each Student Trustee must be a Student at the time of his or her appointment (and shall continue to be a Student for the duration of his or her term as a Student Trustee).
- 33.3 Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 33.4 A Student Trustee may serve a maximum of two consecutive terms, provided that they remain a Student for the duration of this time.

34. External Trustees

- 34.1 Up to 3 External Trustees shall be appointed by a simple majority vote of the Appointments Committee held in accordance with the Bye-Laws.
- 34.2 Unless their appointment is terminated in accordance with Articles 35 to 38, External Trustees shall remain in office for a term of up to two years commencing in accordance with the Bye-Laws.

34.3 External Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

35. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

35.1 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law;

35.2 he or she becomes prohibited by law from being a charity trustee;

35.3 in the case of an Officer Trustee, he or she ceases to be an employee of the Union;

35.4 in the case of a Student Trustee, he or she ceases to be a Student;

35.5 he or she resigns by notice to the Union (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);

35.6 the Trustees reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that he or she be removed from office;

35.7 he or she fails to attend two consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or

35.8 he or she is removed from office under Article 36 or 37.

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

The office of a Trustee shall be vacated if:

36.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 600 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 150 Members.

36.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 150 Members.

37. Removal of Trustees by the Board

The office of External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a Conflict of Interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 52.

38. **Rights of Removed Trustee**

38.1 A resolution to remove a Trustee in accordance with Article 37 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or, at the option of the Trustee being removed, of making written representations to the Trustees.

38.2 A Trustee removed from office in accordance with Article 37 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution. The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws. The Union may consult with NUS in relation to the appeals process and in particular the appointment of independent persons to the Appeals Panel.

39. **Replacement of Trustees**

39.1 If an Officer Trustee resigns, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.

39.2 If an Officer Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year the vacancy shall be filled in accordance with the Bye-Laws. Any person elected under this Article may be required to assume the responsibilities of the Officer Trustee.

39.3 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be appointed to the vacancy in accordance with Article 33.1.

39.4 If an External Trustee resigns, is disqualified or is removed from office, an External Trustee shall be appointed to the vacancy in accordance with Article 34.1.

TRUSTEES' POWERS AND RESPONSIBILITIES

40. **Trustees' general authority**

40.1 The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.

40.2 The Board's powers under Article 40.1 shall include but not be limited to responsibility for:

40.2.1 the governance of the Union;

40.2.2 the budget of the Union; and

40.2.3 the strategy of the Union.

- 40.3 The Board of Trustees may override any decision or Policy made by the Members by ordinary resolution in general meeting or by Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
- 40.3.1 has or may have any financial implications for the Union;
 - 40.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 40.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 40.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 40.2.
- 40.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 40.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 40.5.1 was not properly appointed;
 - 40.5.2 was disqualified from holding office;
 - 40.5.3 had vacated office; or
 - 40.5.4 was not entitled to vote.
41. **Trustees may delegate**
- 41.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:
- 41.1.1 to such person or committee;
 - 41.1.2 by such means (including by power of attorney);
 - 41.1.3 to such an extent;
 - 41.1.4 in relation to such matters or territories; and
 - 41.1.5 on such terms and conditions
- as they think fit.
- 41.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- 41.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

42. **Committees**

42.1 In the case of delegation to committees:

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

42.1.2 subject to Article 42.3, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

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

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

42.2 The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 41 and 42.1:

42.2.1 Executive Committee (as further described in Article 44);

42.2.2 Appointments Committee;

42.2.3 Finance Committee; and

42.2.4 Staffing Committee.

42.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 41 and 42.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one 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 Trustees.

42.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any Bye-Laws.

43. **Delegation of day-to-day management powers to the Chief Executive**

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

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

44. **The Executive Committee**

- 44.1 Unless the Trustees determine otherwise, the Executive Committee shall include:
 - 44.1.1 the Officer Trustees
- 44.2 The Executive Committee’s responsibility shall not include the duties of the Trustees as set out in Article 40 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.
- 44.3 The Chief Executive and the Union’s senior management team may attend meetings of the Executive Committee at the request of the Executive Committee.
- 44.4 The Executive Committee shall meet in accordance with the Bye-Laws.

DECISION-MAKING BY TRUSTEES

45. **Directors to take decisions collectively**

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 55.

46. **Trustees’ meetings**

- 46.1 The Trustees shall hold a minimum of three meetings in any Academic Year.
- 46.2 Guests or observers can attend meetings of the Trustees at the discretion of the chair of the meeting.

47. **Calling a Trustees’ meeting**

Two Trustees may, and the Chief Executive at the request of two Trustees shall, call a Trustees’ meeting.

48. **Length of Notice**

A Trustees’ meeting shall be called by at least fourteen clear days’ notice unless either:

- 48.1 all the Trustees agree; or
- 48.2 urgent circumstances require shorter notice.

49. **Contents of Notice**

Every notice calling a Trustees' meeting shall specify:

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

50. **Service of Notice**

Notice of Trustees' meetings shall be given to each Trustee, but need not be in writing. Notice of Trustees' meeting may be sent by electronic means to an address provided by the Trustee for the purpose.

51. **Participation in Trustees' meetings**

- 51.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 51.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 51.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

52. **Quorum for Trustees' meetings**

- 52.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 52.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than three. Unless otherwise fixed, the quorum shall be three and such quorum must include at least two Officer Trustees. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a Conflict of Interest, the quorum shall be three.
- 52.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of

Trustees including by calling a general meeting or election so as to enable the Members to elect further Trustees.

53. Chair and Deputy Chair

53.1 The President shall be the Chair of the Trustees.

53.2 The Trustees shall appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.

53.3 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

54. Casting vote

Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

55. Decisions without a meeting

55.1 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

55.2 A decision which is made in accordance with Article 55.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

55.2.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

55.2.2 following receipt of responses from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Article;

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

55.2.4 the Recipient must prepare a minute of the decision in accordance with Article 63.

56. Conflicts of interest

56.1 Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the

Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.

56.2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 55 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 57, he or she must:

56.2.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

56.2.2 not be counted in the quorum for that part of the meeting or decision-making process; and

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

56.3 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

56.4 When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

57. Trustees' power to authorise a conflict of interest

57.1 The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

57.1.1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and

57.1.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum

provided that when deciding to give such authorisation the provisions of Article 57 shall be complied with and provided that nothing in this Article shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles.

57.2 If a matter, or office, employment or position, has been authorised by the Trustees in accordance with this Article then, even if he or she has been authorised to remain at the meeting by the other Trustees, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.

57.3 A Trustee shall not be accountable to the Union for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with this Article (subject to any limits or conditions to which such approval was subject).

58. **Register of Trustees' interests**

The Trustees shall cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Union or in any transaction or arrangement entered into by the Union which has not previously been declared.

PART 4

STUDENT COUNCIL

59. **Student Council**

59.1 The Student Council shall have the authority to:

59.1.1 represent the voice of the Students;

59.1.2 subject to Article 40.3, set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);

59.1.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 60;

59.1.4 receive a quarterly report from the Trustees; and

59.1.5 appoint associate members in accordance with Article 12 and the Bye-Laws.

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

PART 5

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

60. **Bye-Laws**

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

61. **Communications by and to the Union**

61.1 Subject to the provisions of the Companies Acts and these Articles a document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Union) by making it available on a website, provided that:

61.1.1 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or

specifically) that the document or information may be sent in that form and has not revoked that agreement; and

61.1.2 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if:

(a) the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner; or

(b) the recipient is deemed to have so agreed in accordance with the Companies Acts.

61.2 Any document or information (including any notice) sent to a Member under the Articles may be sent to the Member's postal address as shown in the Union's register of Members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Member, provided that:

61.2.1 a Member whose registered address is not within the United Kingdom and who gives to the Union an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Union; and

61.2.2 the Union is not required to send notice of a general meeting or a copy of its annual report and accounts to a Member for whom it no longer has a valid address.

61.3 Any document to be served on the Union by a Member under the Articles may be served:

61.3.1 in the case of documents in hard copy form, by sending or delivering them to the Union's registered office or delivering them personally to an officer or Trustee of the Union; or

61.3.2 in the case of documents in electronic form, by sending them by electronic means to an address notified to the Members for that purpose provided that the Trustees are satisfied as to the identity of the Member (and the Trustees have discretion to specify how such identity should be confirmed).

61.4 A Member present in person or by proxy at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

61.5 Where any document or information is sent or supplied:

61.5.1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted;

61.5.2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed; and

61.5.3 by means of a website, service or delivery shall be deemed to be effected when:

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

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

61.6 Where any document or information has been sent or supplied by the Union by electronic means and the Union receives notice that the message is undeliverable:

61.6.1 if the document or information has been sent to a Member and is notice of a general meeting of the Union or a copy of the annual report and accounts of the Union, the Union is under no obligation to send a hard copy of the document or information to the Member's postal address as shown in the Union's register of Members, but may in its discretion choose to do so; and

61.6.2 in all other cases, the Union will send a hard copy of the document or information to the Member's postal address as shown in the Union's register of Members, or in the case of a recipient who is not a Member, to the last known postal address for that person.

61.6.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

62. **Secretary**

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

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

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

63. **Minutes**

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

63.1.1 of all appointments of officers made by the Trustees;

63.1.2 of all resolutions of the Union and of the Trustees; and

63.1.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting

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

63.2 The minutes referred to in Article 63.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

63.3 The minutes of the meetings referred to in Article 63.1 above shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices.

64. **Records and accounts**

64.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

64.1.1 annual reports;

64.1.2 annual returns; and

64.1.3 annual statements of account.

64.2 The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 64.1.

65. **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 unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

66. **Patrons**

The Trustees may appoint and remove any individual(s) as patron(s) of the Union and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Union as if a

Member and shall also have the right to receive accounts of the Union when available to Members.

67. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

TRUSTEES' INDEMNITY

68. **Indemnity**

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

DEFINITIONS AND INTERPRETATION

69. **Defined terms**

69.1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
69.1.1 “Academic Year”	the period between September in one year to June in the next year determined by the Union as the period during which Students are required to be registered with York St John University. Each Academic Year is for the time being divided into two semesters;
69.1.2 “address”	includes a number or address used for the purpose of sending or receiving documents by electronic means;
69.1.3 “Appointments Committee”	the committee set up in accordance with the Bye-Laws;
69.1.4 “Articles”	these articles of association of the Union;
69.1.5 “Board of Trustees” or “Board”	the board of Trustees of the Union;
69.1.6 “Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance

	with Article 60;
69.1.7 “Chair”	the chair of the Board of Trustees, who shall be the President of the Union in accordance with Article 53.1;
69.1.8 “chair of the meeting”	in the case of general meetings means the person chairing the meeting in accordance with Article 21 and in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 53;
69.1.9 “Chief Executive”	the chief executive of the Union who is appointed by the Board of Trustees;
69.1.10 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
69.1.11 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
69.1.12 “Code of Practice”	the code of practice relating to York St John University’s obligations under Section 22 of the Education Act;
69.1.13 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
69.1.14 “Conflict of Interest”	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Union;
69.1.15 “Connected Person”	any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any person living with a Trustee or his or her partner; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
69.1.16 “Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article

	53.2;
69.1.17 “document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
69.1.18 “Education Act”	the Education Act 1994;
69.1.19 “electronic form”	has the meaning given in Section 1168 of the Companies Act 2006;
69.1.20 “the Executive Committee”	means the committee comprising the Officer Trustees as further described in Article 44;
69.1.21 “External Trustee”	a Trustee appointed in accordance with Article 34.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
69.1.22 “financial expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
69.1.23 “hard copy” and “hard copy form”	have the meanings respectively given to them in the Companies Act 2006;
69.1.24 “Hour”	any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England;
69.1.25 “Members”	members of the Union being Students at York St John University as further defined in Article 10.1.1 and the Officer Trustees;
69.1.26 “NUS”	National Union of Students;
69.1.27 “Officer Trustee”	a Trustee elected in accordance with Article 32.1;
69.1.28 “Part-Time Officers”	the Members elected in accordance with the Bye-Laws to be officers of the Union while continuing their studies at York St John University;
69.1.29 “Policy”	political policy set by Referenda or the Student Council in accordance with Article 13 and Article 59 respectively;
69.1.30 “President”	the president of the Union, as elected by the Members in accordance with the Bye-Laws;
69.1.31 “RAG”	the raise and give society which develops students by providing them with an opportunity to

- raise funds for charitable causes;
- 69.1.32 **“Referendum”** a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
- 69.1.33 **“Secure Petition”** a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
- 69.1.34 **“Student”** any individual who is formally registered for an approved programme of study provided by York St John University. For the avoidance of doubt, York St John University shall determine whether or not an individual has student status;
- 69.1.35 **“Student Council”** the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of the Union;
- 69.1.36 **“Student Trustee”** a Trustee appointed in accordance with Article 33.1 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act;
- 69.1.37 **“Subsidiary Company”** any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
- 69.1.38 **“Trustee” and “Trustees”** the Officer Trustees, the Student Trustees, the Alumni Trustees and the External Trustees;
- 69.1.39 **“Union”** York St John Students’ Union;
- 69.1.40 **“writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
- 69.1.41 **York St John University** York St John University, incorporated by approval from the Privy Council of the United Kingdom on 1 October 2006.
- 69.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

- 69.3 Subject to Article 69.4, any reference in these Articles 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.
- 69.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union.

BYELAW 1 – MEMBERSHIP

1.1 The categories of membership are as follows:

Full Membership
Honorary Life Member
Reciprocal Member

1.2 Rights and Obligations of Membership

1.2.1 Each category of membership carries the rights and benefits described for that category. All members must observe the policies of the Union, in particular the Equal Opportunities Policy.

1.2.2 Membership of the Union and/or any rights or benefits of membership of any member may be suspended or withdrawn in accordance with point 11 of the Memorandum and Articles of Association and the Disciplinary Policy.

1.3 Full Membership

1.3.1 All enrolled students registered as pursuing a course of study at York St. John University shall be entitled to full membership of the Students' Union, unless they choose to opt out under the Education Act 1994.

1.3.2 Full Members are entitled to:

- Participate in the governance of the Students' Union.
- Access all activities run by the Students' Union.
- Use all services and/or facilities available through the Students' Union.
- Stand as candidates and vote in elections as defined by the schedules.
 - Call for a referendum on policy, schedules or sabbatical officer conduct, in accordance with the schedules governing referenda and sabbatical discipline.
 - Access all relevant financial and strategic evidence governing Students' Union affairs.

1.3.3 Full Membership shall be valid for the period of time a student is enrolled at the University.

1.4 Reciprocal Membership

1.4.1 Reciprocal membership is extended to any member of another Students Union, Guild, Association or similar group from other HEI's (Higher Education Institution), so long as they were accompanied by a Full Member who takes responsibility for their behaviour unless previous arrangements have been made with a Sabbatical Officer

1.4.2 Reciprocal Membership entitles the person to access all facilities but restricts them from voting in Union elections and Referenda, or standing for any elected position.

1.5 Honorary Life Membership

1.5.1 Honorary life membership may only be conferred by Student Council. Any Full member may nominate someone for honorary life membership.

1.5.2 The maximum number of honorary life memberships available each year shall be limited to four. This means that Student Council must consider the merits of each application based on the nominees' contribution to the Students' Union.

1.6 Opting out of Membership

1.6.1 Any student can exercise their right to opt out of Students' Union membership, under the 1994 Education Act, without affecting their rights of access to the Union and its facilities.

1.6.2 Any student wishing to opt out must state their intentions, in writing, to the President of the Students' Union. The decision to opt out is valid only for a single academic year.

A student who has chosen to opt out may at any time change their mind, but again must notify the Students' Union President in writing. The President has the discretion as to whether to let this person again become a member or not. However, no student shall be allowed to nullify their wish to opt out for 20 working days either side of the opening of any nominations for Union positions.

1.6.3 There shall be no distinction between opted out students and members of the Union in accessing Union commercial services. However, non members are not entitled to use the Union bar unless they are signed in as a guest by a full member.

1.6.4 Opted out students have no right to:

- vote in any elections or referenda.
- stand for elected positions.
- nominate or second any candidates standing for Union elections.
- attend any Union meetings.
- Join clubs and societies
- Access welfare services

BYELAW 2 – GOVERNANCE

1. GENERAL MEETINGS

1.1 Role

- 1.1.1 To discuss and guide the work of the Union.
- 1.1.2 To hold the Union Officers accountable based on their work.
- 1.1.3 To consider proposals for referenda.
- 1.1.4 To make recommendations on policy that has lapsed.

1.2 Organisation of Meetings

- 1.2.1 An Annual General Meeting shall be held during the first term of the academic year on a date determined by the Sabbatical Officers.

1.3 Senate

- 1.3.1 Faculty Chairs shall present a report on their work to date to the Annual General Meeting, which shall be open to questioning by members present.
- 1.3.2 Reports of the Faculty Chairs shall be submitted in writing and published five working days prior to the meeting.
- 1.3.3 There shall normally be a period for questioning the Faculty Chairs on their work at any other General Meeting convened by petition of members.
- 1.3.4 Any meeting may pass a resolution arising from the reports and questions to Union Officers. In order for this resolution to be considered valid it must be appropriate to the Union Officer's role and agreed at the next available meeting of Senate.

1.4 Agenda

- 1.4.1 In accordance with point 21 of the Memorandum & Articles of Association, the Chair of Student Council shall act as Chairperson of the meeting
- 1.4.2 The President or Chairperson of the meeting shall prepare an agenda, outlining the order of business, which may only be amended at the start of the meeting. In determining the order of motions, priority shall be given to those submitted by petition of students. Motions submitted by petition shall be ranked in order of the number of signatures submitted.
- 1.4.3 The Chairperson shall, at the time of closure of the meeting, move to the summation speech and vote on the matter under discussion, providing that opportunity has been given for comments to be heard on both sides of the debate.

1.5 Standing Orders

1.5.1 Opening the Meetings

- 1.5.1.1 The Chairperson shall ensure that a quorum is present before opening the meeting.

1.5.1.2 The Chairperson may at his/her discretion delay opening the meeting by up to ten minutes.

1.5.1.4 At the opening of the meeting the Chairperson shall announce the time of closure.

1.6 Speeches

1.6.1 Speakers shall be entitled to speak for 2 minutes on speeches for and against the motion/amendment and for one minute on the summation.

1.6.2 The proposer of the motion, or amendment in accordance with Clause 7.1.4, shall have the right to make or waive the summation speech. The summation speech shall contain no new information and may be given immediately before the vote.

1.6.3 Points of information may be requested by Full Members from speakers, but shall be taken at the discretion of the speaker and may not be made on procedural motions. These shall contain only matters raised in the speech.

1.6.4 Points of order may be made by Full Members and shall concern one of the following:

- a ruling from the Chair;
- a breach of the Memorandum and Articles of Association, Bye-Laws or other regulations;
- the conduct of the meeting.

1.7 Order of Speeches

1.7.1 The order of speeches on a motion shall be:

- a speech proposing the motion;
- a speech against the motion;
- an opportunity for comment from the floor of the meeting – the length of this period of time will be at the discretion of the chair
- a summarising speech from the chair.

1.7.2 Where an amendment has been submitted there shall be the following order of speeches, taken immediately following the speech proposing the motion:

- a speech proposing the motion;
- a speech against the motion;
- an opportunity for comment from the floor of the meeting – the length of this period of time will be at the discretion of the chair
- a summarising speech from the chair.

1.7.3 This procedure shall be followed for any other amendments. After all amendments have been debated, there shall be:

- a speech against the motion;
- an opportunity for comment from the floor of the meeting – the length of this period of time will be at the discretion of the chair
- a summarising speech from the chair.

1.7.4 If an amendment substantially changes the effect of the motion, the Chair shall rule that it has become the motion and speaking rights shall transfer to the proposer of the amendment.

1.8 Conduct of the Chair

The Chair shall:

- 1.8.1 be heard in silence when s/he is speaking;
- 1.8.2 be impartial and shall not participate in the debate;
- 1.8.3 ensure the debate is orderly, conducted in accordance with the standing orders and may suspend debate for 5 minutes if the meeting becomes disorderly;
- 1.8.4 require all speakers to address the meeting from a designated position;
- 1.8.5 call for Full Members to speak for and against the proposition but shall not call the same speaker twice on a motion or amendment except to sum up;
- 1.8.6 be required to rule on any part of the Constitution or Bye-Laws relating to the conduct of the meeting;
- 1.8.7 advise the meeting, where necessary, of the protocol regarding employees or disciplinary provisions;
- 1.8.8 not permit more than one motion or amendment to be placed before the meeting concurrently;
- 1.8.9 vacate the Chair, when his/her ruling has been challenged or a motion of 'no confidence' in his/her ability to Chair is being considered;
- 1.8.10 advise the meeting on the Constitution and Bye-Laws, and on the implications of Procedural Motions, as appropriate.

1.9 Presentation of Reports to General Meetings

- 1.9.1 Reports must be submitted by the Officers or Committees of the Union.
- 1.9.2 The Chair shall determine the arrangements for debating reports, subject to Student Council.
- 1.9.3 There shall be a speech introducing each report, followed by questions from Full Members for the period allotted in the agenda. Procedural motions may be moved relating to the report. After the time allotted the mover of the report shall sum up and there shall be a vote to accept the report, providing that the entire report has not already been rejected.

1.10 Procedural Motions

- 1.10.1 A procedural motion may be moved between speeches by one Full Member if supported by 50% of the quorum. There shall be one speech, of not more than one minute, for and against all procedural motions followed by a vote. Procedural motions may not be moved after the summation speech has taken place.
- 1.10.2 Procedural motions shall have priority over all other business. No procedural motion may be moved while a procedural motion is being considered.
- 1.10.3 The following procedural motions shall require a simple majority to be effected:

- (a) that the meeting move immediately to the summation and the vote on the main motion or amendment;
- (b) that the matter be not discussed, and the next item be considered;
- (c) that the motion or question be referred to a named body, Official or Officer of the Union for consideration;
- (d) that specified points of an item or motion be debated and/or voted on in parts;
- (e) that specified sections of a report be rejected and/or referred back to be re-written and re-submitted to the next General Meeting;
- (f) that the meeting take a ten minute break (limited to a maximum of two per meeting that must be at least 30 minutes apart);
- (g) that a guest speaker be invited to address the meeting for a specified period at a specified point in the meeting.
- (h) that a specified number of extra speeches be taken for and against the proposition;

1.10.4 The following procedural motions shall require a two-thirds majority to be effected:

- (i) that the agenda be amended to take a specified item on the agenda at a specified point (This procedural motion may only be moved at the start of the meeting, prior to discussion of any business);
- (k) that the discussion or debate on an item be extended for a period not exceeding 10 minutes except that this shall not go beyond the closing time of the meeting;
- (l) that a debate be extended for a specified period of time except that this shall not go beyond the closing time of the meeting. (This cannot be moved on the summation speech);
- (m) that this meeting has no confidence in the Chair and that s/he shall therefore be removed from the chair for the remainder of the meeting.
- (n) that the guillotine of the meeting be moved.

1.11 Minutes

- 1.11.1 The President shall ensure that proper minutes are taken, including the text of all motions and amendments, decisions taken, voting figures for all counts, and details of any procedural motions that are moved.
- 1.11.2 All General Meeting minutes shall be available from the President's office and shall be generally published within seven days of the meeting.

Part Two

2. REFERENDA

2.1 General Arrangements

- 2.1.1 Any decision or petition for a Referendum shall specify a single proposal or separate proposals each of which shall not exceed 100 words, except in the case of Constitution or Bye-Law amendments.
- 2.1.2 In the case of proposed amendments to the Constitution or Bye-Laws the full wording of the amendments shall be clearly displayed adjacent to the Polling Station.
- 2.1.3 Student Council shall determine the financial arrangements for publicising referenda. Such arrangements shall ensure that all referenda held within each academic year receive equal funding.
- 2.1.4 Prior to the Referendum, it shall be the responsibility of the President to organise at least one meeting, open to all Full Members, to debate the proposal. If the President has a conflict of interest, the organisation of this meeting will be delegated to the Vice Presidents.
- 2.1.5 The Returning Officer shall actively seek statements for and against referenda proposals to assist those voting to consider the issues involved. If more than one statement is submitted, the Returning Officers shall decide upon which one is published, or may prepare a new statement combining different statements.

2.2 Conduct of the Referendum

- 2.2.1 The Referendum shall be conducted by means of a ballot open to all Full Members.
- 2.2.2 The preferred method for conducting a Referendum shall be through a secure online vote.
- 2.2.3 However, if it is felt that physical ballot boxes are required polling shall be held over at least two days during the working week for at least 10 hours in the Union Building, and at least 2 hours in such academic areas and halls of residence as may be determined by Student Council.
- 2.2.4 The Referendum shall be conducted in accordance with the general regulations covering cross-campus ballots, as laid down in the Memorandum & Articles of Association.

2.3 Referendum Proposals

- 2.3.1 General Meetings shall consider any proposals for referenda submitted by petition of 150 Full Members.
- 2.3.2 Such proposals shall be submitted at least ten days prior to a General Meeting and shall be published with papers for that Meeting.
- 2.3.3 Amendments to any such proposals may be submitted by petition of 150 members no later than two working days prior to the Meeting.
- 2.3.4 All referendum proposals should conform with the requirements of this Byelaw.

2.3.5 Any referendum proposal which receives the support of two-thirds of members present shall be submitted by the President for consideration in a referendum to be held at a date agreed by the Sabbatical Officers which shall not normally be later than twelve weeks following the meeting.

BYELAW 3 – THE OFFICER TRUSTEES

1. General

- 1.1 The Officer Trustees shall be:
 - 1.1.1 The President of the Union
 - 1.1.2 The Vice President Education, who shall be, jointly, deputy President;
 - 1.1.3 The Vice President Welfare and Diversity, who shall be, jointly, deputy President.
- 1.2 The Officer Trustees shall be responsible for the day to day operational functioning of the Students' Union, devolved through the Delegation of Authority document
- 1.3 The Officer Trustees shall receive remuneration from the Union for any work they undertake on behalf of the Union. This shall be reviewed annually by the Finance Committee and ratified by the Trustees.
- 1.4 Officer Trustees shall be expected to hold office for a period of 12 months, starting in the last week of June and finishing in the 1st week of July the following year.
- 1.5 In the event of the resignation, death or removal of an Officer Trustee a by-election shall be held in accordance with the byelaws to fill this position.

2 General Duties of Officer Trustees

- 2.1 Immediately following their election, successful candidates shall be deemed to be Officer Trustees-elect and shall be invited to become non-voting members of the Student Council and the committees on which they shall be members when they assume office.
- 2.2 Any Officer Trustee who is unable to carry out her/his duties due to absence may appoint one of the other Officer Trustees to act for her/him. The Acting Officer shall assume all responsibilities of that post for the period specified by the post holder. In this situation, Officer Trustees can call on Student Council to help with the extra workload created.
- 2.3 Officer Trustees shall also be responsible for the duties specific to their position as covered below.
- 2.4 The Officer Trustees shall be expected to sign and work to an agreement outlining their responsibilities when in post.
- 2.5 Officer Trustees must ensure that they provide a detailed handover to their successors using the processes that are in place.

3. Powers of Officer Trustees

- 3.1 During the University vacations, and any exceptional circumstances, the Officer Trustees shall be empowered to take decisions on behalf of Student Council, subject to ratification by Council at the first opportunity.
- 3.2 If it appears to the Officer Trustees that any committee, club or society is failing to fulfil its responsibility or is acting contrary to the interests of its members or the Union, they shall be empowered to take such action as they consider necessary.

4. Removal of Officer Trustees

- 4.1 In line with the points laid out in section 36 of the Memorandum and Articles of Association, an Officer Trustee can be removed from position by a motion of no confidence in line with limitations detailed in that section
- 4.2 Officer Trustees are also subject to the disciplinary procedure and can be removed from their position through the use of this procedure
 - 4.2.1 However, in this situation the final decision on removal from position must be made at an extraordinary meeting of the Student Council and must be made through a two thirds majority vote
- 4.3 Should an Officer Trustee break the terms of their Agreement, they will be subject to the disciplinary procedure

5. Duties of Individual Officers

5.1 The President shall:

- 5.1.1 Co-ordinate and ensure the promotion of the work of the Executive Group and the Senate, ensuring that they fulfil the duties outlined in the relevant Schedules of the Articles of Association and Byelaws.
- 5.1.2 Be responsible for communicating to the student body and reporting back to the appropriate parties regarding any changes that have been made as a result of the work of the Students' Union.
- 5.1.3 Be the public representative of the Union, and be the key Officer Trustee with responsibility for liaison with the media.
- 5.1.4 Be responsible for the delivery of campaigns that bring about change and improvements for students.
- 5.1.5 Lead the organisation of Union elections, with responsibility for the elections being the responsibility of Student Council.
- 5.1.6 Be responsible for disciplinary matters in accordance with the Disciplinary Procedures.
- 5.1.7 Be responsible for liaison with the National Union of Students and NUS Services Ltd
- 5.1.8 Be responsible for supporting the production of Union publications, including final sign-off before publication.
- 5.1.9 Chair meetings of the Trustee Board, the Staffing Committee and the Finance Committee.
- 5.1.10 Represent the Union at Governing Body, and any other University Committees that fall within his/her responsibilities.
- 5.1.11 Provide advice and support to Officers with the following remits:
 - 5.1.11.1 Leader of the Senate, Chair of Sports & Societies Committee, Chair of Entertainments Committee, and Chair of Volunteering Committee

- 5.1.12 Co-ordinate General Meetings and the Annual General Meeting
- 5.1.13 Attends and support the following Union Committees and Groups:
 - 5.1.13.1 Entertainment, Volunteering, and Sports and Societies Committee (including the Clubs and Societies Forum)
- 5.2 **The Vice President Education** shall:
 - 5.2.1 Support individual students on academic issues.
 - 5.2.2 Co-ordinate and support student representation across the University and its academic committee structure.
 - 5.2.3 Be responsible for the delivery of campaigns that bring about change and improvement for students in relation to educational matters.
 - 5.2.4 Be responsible for training and supporting volunteers within the academic representation structures.
 - 5.2.5 Research education issues.
 - 5.2.6 Represent the Union at University Committees that fall within her/his responsibilities.
 - 5.2.7 Provide advice and support to Officers with the following remits:
 - 5.2.7.1 Faculty Chairs.
- 5.3 **The Vice President Welfare and Diversity** shall:
 - 5.3.1 Support individual students with regards to welfare issues.
 - 5.3.2 Be responsible for the delivery of campaigns that bring about change and improvements for students in relation to welfare and diversity issues.
 - 5.3.3 Support and promote the provision of University-wide welfare services, with particular reference to issues of health, safety, childcare, and student finance.
 - 5.3.4 Be responsible for all matters related to the welfare of students living in University residences and the private sector.
 - 5.3.5 Research welfare issues.
 - 5.3.6 Represent the Union at University Committees that fall within her/his responsibilities.
 - 5.3.7 Provide advice and support to Officers with the following remits:
 - 5.3.7.1 Equality & Diversity Committee Chair; Ethics & Environmental Committee Chair.
 - 5.3.8 Attend and support the following Union Committees and Groups:
 - 5.3.8.1 Equality & Diversity Committee; Ethics & Environment Committee; any associated sub-committees that may be necessary

6 Eligibility

6.1 To be eligible to stand for any of the Officer Trustees positions candidates must:

6.1.1 Be a current registered student at the University;

6.1.2 Have not been one of the Officer Trustees for a period exceeding two years.

6.2 Elections to the posts of Officer Trustees shall be carried out by the returning officer, who shall be approved by the Student Council, with the returning officer's decision being final, notwithstanding right of appeal to the Board of Trustees.

BYELAW 4: SENATE

1. Membership

- 1.1 The Senate shall consist of a maximum of 24 voting members and the Leader of the Senate. The Senate fulfils the role of Student Council.
- 1.2 The voting members of the group shall be:
- 1.2.1 The Three Officer Trustees;
- 1.2.2 The Four Faculty Chairs;
- 1.2.3 Representatives from each faculty allocated on the basis of 1 representative for every 400 students within the faculty
- 1.3 The Leader of the Senate will be recruited via the Appointments Committee. This role can only be held by a full member of the Students' Union.
- 1.3.1 Their role shall include:
- Chairing all meetings of the Senate.
 - Attending all other events where representatives are expected to attend.
 - Constructing the agenda for Senate meetings.
 - Ensuring that all meetings are conducted in a fair and proper manner.
 - In the event of a tied vote, the Leader of the Senate would have the casting vote.
 - Calling additional and emergency Senate meetings as required.
 - Acting as Returning Officer for Union Elections.
- 1.4 The Four Faculty Chairs will be elected via a cross campus ballot.
- 1.4.1 Their role shall include:
- Chairing all meetings of their Faculty Forum.
 - Bringing student issues to the attention of the Senate and leading on resolving them.
 - Acting as a point of contact between the Union and the University on academic matters.
 - Attending Relevant University Committees, Boards and Panels as required.
 - Co-ordinating and supporting the work of Programme Representatives within their faculties.
- 1.4.2 If the Faculty Chair is not available to attend a meeting, they can nominate an alternate to carry out their role.
- 1.5 To be eligible to stand for a Faculty Chair position, candidates must:
- 1.5.1 Be a registered student at the University and Students' Union;
- 1.5.2 Have not been a Faculty Chair for a period exceeding two years;
- 1.5.3 Be a student within that faculty.

2. Term of Office

- 2.1 The Officer Trustees and the Four Faculty Chairs shall hold their posts from 1st July in the year in which they were elected for a full year.

2.2 Representatives from each faculty will be elected on a meeting by meeting basis at the Faculty Forum immediately preceding each Senate meeting.

2.3 There is no limit on the number of times that an individual can be elected from their Faculty Forum to attend the Senate.

3. Vacancies

3.1 Should a vacancy arise through the course of the academic year then the Senate has the right to call for an emergency election, by any means, to ensure that positions are filled.

3.2 If an elected member of The Senate should resign or be unable to fill their post prior to the first day in term, nominations shall be reopened and new election occur at the first available opportunity.

4 Resignation

4.1 Any member of The Senate may resign their role and responsibilities by submitting their resignation, in writing, to the Leader of the Senate.

5. Removal from Office

5.1 Any Representative may be removed from post or have some of their responsibilities removed from their role by a two thirds majority vote of The Senate.

5.2 If the Senate cannot agree on a suitable course of action they should move to a referendum of no confidence in relation to the Representative in question.

5.2.1 If a referendum of no confidence is called, the Representative in question shall be suspended from duty until after the vote has been completed.

5.3 When a vote of no confidence is taking place, the Representative in question must leave the room for the vote.

6. Attendance at Senate

6.1 If a Representative misses 2 Senate meetings without submitting written apologies to the Leader of the Senate an immediate vote of no confidence is triggered.

6.2 Any student is entitled to attend the Senate and speak at the discretion of the Leader of the Senate. They are also welcome to submit motions. However, they do not have a right to vote, and cannot be present during any reserved business.

7. Role of Senate

7.1 The Senate has responsibility for:

7.1.1 Ensuring the expansion and implementation the Students' Union vision, values and objectives set within the Students' Union Strategic Plan;

7.1.2 Creating motions for action and policy for implementation to improve University life for students;

- 7.1.3 Offering advice and policy to the Trustee Board and receiving recommendations from the Trustee Board;
- 7.1.4 Scrutinising the Students' Union accounts prior to them being approved by the Board of Trustees and at AGM;
- 7.1.5 Considering and recommending any motions for NUS annual conference and making suggestions as to how the delegates should vote throughout the conference;
- 7.1.6 Ensuring student issues are discussed and appropriate Representatives mandated to take action.

8. Meetings of Senate

- 8.1 There shall be a minimum of 4 meetings of Senate across each Academic year.
- 8.2 In order for a meeting to be valid there must be at least 50% of voting members plus one and the Leader of the Senate present.
- 8.3 Special meetings of The Senate can be called at the agreement of all Four Faculty Chairs.
- 8.4 Notice of meetings shall be circulated at least 7 full days prior to an ordinary meeting, and at least 3 clear days prior to an extraordinary meeting.
- 8.5 Minutes of all Senate meetings shall be taken, detailing present and absent members, record of votes and apologies. Minutes shall be publicly available.
- 8.6 In the case of any dispute the Chair shall have final ruling on the interpretation of the Memorandum and Articles of Association, Bye-Laws and Policies.
- 8.7 Reserved Business will be carried out in camera. No minutes of the reserved business will be kept but actions may be noted.

9. Procedural Motions

- 9.1 A procedural motion may be moved between speeches by a Representative if supported by 50% of the quorum. There shall be one speech, of not more than one minute for each speech, for and against all procedural motions followed by a vote. Procedural motions may not be moved after the summation speech has taken place.
- 9.2 Procedural motions shall have priority over all other business. No procedural motion may be moved while a procedural motion is being considered.
- 9.3 The following procedural motions shall require a simple majority to be effected:
 - (a) that the meeting move immediately to the summation and the vote on the main motion or amendment;
 - (b) that the matter be not discussed, and the next item be considered;
 - (c) that the motion or question be referred to a named body, Official or Officer of the Union for consideration;
 - (d) that specified points of an item or motion be debated and/or voted on in parts;

- (e) that the meeting take a ten minute break (limited to a maximum of two per meeting that must be at least 30 minutes apart);
- (f) that a guest speaker be invited to address the meeting for a specified period at a specified point in the meeting.
- (g) that a specified number of extra speeches be taken for and against the proposition;

9.4 The following procedural motions shall require a two-thirds majority to be effected:

- (h) that the agenda be amended to take a specified item on the agenda at a specified point (This procedural motion may only be moved at the start of the meeting, prior to discussion of any business);
- (i) that the discussion or debate on an item be extended for a period not exceeding 10 minutes except that this shall not go beyond the closing time of the meeting;
- (j) that a debate be extended for a specified period of time except that this shall not go beyond the closing time of the meeting. (This cannot be moved on the summation speech);
- (k) that this meeting has no confidence in the Leader of the Senate and that s/he shall therefore be removed from the chair for the remainder of the meeting, followed by an immediate vote for another Representative to take up the role of the chair for the remainder of the meeting
- (l) that the guillotine of the meeting be moved.

10. Sub Committees and Working Groups

- 10.1 From time to time it may be necessary for the Senate to commission sub-committees or working groups to resolve specific issues or for a specific purpose. The Leader of the Senate can propose the creation of a sub-committee or working group that will stand by a simple majority vote.
- 10.2 Sub-committees and working groups should only be commissioned for a specific purpose, or in response to a specific issue. When the purpose and/or issue have been addressed the sub-committee or working group should be disbanded.

BYELAW 5: FACULTY FORUMS

1. Membership

- 1.1 The shall be a Faculty Forum for each Faculty of the University
- 1.2 Each forum will be convened and chaired by the Faculty Chair
- 1.3 The voting members of the forum shall be:
 - 1.3.1 Programme Representatives from each programme within the Faculty;
 - 1.3.2 Any student from the Faculty that wishes to attend.
- 1.4 An Officer Trustee will also sit in attendance at each of the Faculty Forum.

2. Role of Faculty Forums

- 2.1 The Faculty Forum has responsibility for:
 - 2.1.1 Hearing the views of students from within that faculty about any issue relating to student life;
 - 2.1.2 Creating motions and proposing policy to be sent to the Senate for agreement and action;
 - 2.1.3 Electing representatives to attend the Senate;
 - 2.1.4 Creating appropriate faculty sub-committees based on the specific needs of the students within that faculty;
 - 2.1.5 Electing representatives to take up roles within those committees.

3. Meetings of the Faculty Forum

- 3.1 There shall be a meeting of each Faculty Forum each month during the academic year.
- 3.2 Faculty Forums must take place at least two weeks before the Senate takes place in order for appropriate representatives to be elected.
- 3.3 Additional Faculty Forums can be called at any time by the Faculty Chair or by the Officer Trustees.
- 3.4 Minutes of all Faculty Forums shall be taken, detailing present and absent members, and a record of votes. Minutes shall be publicly available.

BYELAW 6: COMMITTEES AND COLLECTIVES OF THE UNION

1 General Arrangements

- 1.1 **Role:** Union Committees exist to scrutinise the activities and services of the Students' Union on behalf of all Full Members.
- 1.2 **Meetings:** Shall be held as agreed by members of each Committee. At least seven days' notice shall normally be provided to all Committee members.
- 1.3 **Minutes:** Shall be taken for all committee meetings. The minutes will detail all members present/absent with apologies and decisions taken. Only decisions that are minuted shall be valid. All minutes from meetings shall be submitted to the next available meeting of Student Council for noting and published after this point.
- 1.4 **Voting:** Shall be by a simple majority of members present.
- 1.5 **Quorum:** At least one half of the members of the committee shall be present for business to be conducted.
- 1.6 **Conduct of meetings:** The Chair shall be responsible for the proper conduct of meetings.
- 1.7 **Financial Liability:** Members of all Committees shall normally be held individually and severally liable for any costs consequent upon implementation of decisions, for which they voted, made contrary to the declared policy or Memorandum and Articles of Association and Schedules of the Union.
- 1.8 **Attendance at Meetings:** Committee members shall attend meetings of the Committee. Any member unable to attend a meeting shall provide an apology to the Chair.
- 1.9 **Constitution, Byelaws and Policy of the Union:** All Committees shall operate within the Memorandum & Articles of Association, Byelaws and the Policies of the Union.

2 Finance Committee

2.1 Role

- 2.1.1 The Finance Committee shall be responsible for making recommendations to the Trustee Board on the strategic and general management of the Students' Union's finances.

2.2 Responsibilities

- 2.2.1 To consider strategic options, determine those to be pursued and prepare appropriate business plans for all services;
- 2.2.2 To agree annual budget forecasts for submission to the Trustee Board for approval;
- 2.2.3 To monitor the performance of the all services in the achievement of business plans, budgets and key performance objectives;
- 2.2.4 To prepare recommendations to Trustee Board on capital expenditure;

2.2.5 To ensure investigations are undertaken into new commercial opportunities and to make recommendations to Trustee Board on these matters.

2.3 Membership

2.3.1 Membership of the Finance Committee shall be the:

- President (Chair),
- 1 Trustee elected from the Trustee Board
- 1 Programme Rep from each Faculty elected from the Faculty Forums (4 reps in total),
- Finance Manager, (in attendance)
- The University Director of Finance (or designate) (in attendance)

2.4 Timing

2.4.1 Finance Committee should meet monthly around the time of the production of the monthly accounts

3 Staffing Committee

3.1 Role

3.1.1 To consider issues that may arise in conjunction with the employment of staff by the Union.

3.1.2 The Committee will act in accordance with Byelaw 11.

3.1.3 Discussions of the Committee will be held 'in camera'. However, should a decision on staffing lead directly to a potential change in the level of service provision, a paper outlining what those provision changes would be must first be agreed by Student Council.

3.2 Membership

3.2.1 Membership of the Staffing Committee shall be the:

- President (Chair),
- Vice President Education
- Vice President Welfare & Diversity
- 1 Trustee elected from the Trustee Board
- General Manager, (in attendance)
- The University Director of Human Resources (or designate) (in attendance)

3.2.2 Only those individuals stated in the membership list will be able to attend meetings of this committee. Full members who are not on the list cannot attend.

3.3 Timing

3.3.1 Staffing Committee should meet at least once a term.

3.3.2 The members of Staffing Committee can also call a meeting of the committee at anytime during the year should an issue arise necessitating a meeting.

4 Legal Compliance Committee

4.1 Role

4.1.2 To scrutinise Students' Union plans and proposals to ensure that they comply with both the law of the land as well as Students' Union regulations.

4.2 Membership:

4.2.1 Membership of the Legal Compliance Committee shall be the:

- President (Chair),
- University Representative
- Students' Union Staff Representative,
- one Faculty Chair,
- Solicitor,
- General Manager (in attendance).

4.3 Timing

4.3.1 Legal Compliance Committee will be called by the President or the Trustee Board as and when required.

5. Discipline Committee

5.1 Role

5.1.1 To be convened by the President or Student Council to discuss matters that may arise through the execution of the disciplinary process.

5.1.2 Discussions of the committee will be held 'in camera'.

5.2 Membership

- Leader of the Senate (in the Chair)
- Vice President Welfare & Diversity
- 2 Faculty Chairs (appointed by the Leaders of the Senate)
- President (acting as Prosecutor)
- General Manager or delegated member of staff (Advisory only)

5.2.1 Only those individuals stated in the membership list will be able to attend meetings of this committee. Full members who are not on the list cannot attend.

5.3 Timing

5.3.1 The Disciplinary committee shall meet as required when a disciplinary matter arises or when the President requires committee's involvement in a matter.

6. Elections Committee

6.1 Role

6.1.1 To be convened by the Returning Officer during an election period.

6.1.2 To organise all matters concerning the publicity, voting and counting of elections

6.2 Membership

Membership of the Elections Committee shall be:

- The Returning Officer
- The Leader of the Senate
- One Student Trustee (elected from the Trustee Board)
- An external expert – usually a member of staff from the National Union of Students (NUS).

6.2.1 Only those individuals stated in the membership list will be able to attend meetings of this committee.

6.3 Timing

6.3.1 The Elections Committee will meet as and when it is required during the elections period.

7. Appointments Committee

7.1 Role

7.1.1 To consider the appointment of Student and External Trustees.

7.2 Membership

7.2.1 Membership of the Appointments Committee shall be the:

- Four students (a representative from each Faculty Forum)
- President (in attendance)
- The University Registrar (in attendance)

7.2.2 Only those individuals stated in the membership list will be able to attend meetings of this committee. Full members who are not on the list cannot attend.

7.3 Timing

7.3.1 The Appointments Committee will meet as and when it is required

8 Sports and Societies Committee

8.1 Role

8.1.1 To ratify new clubs and societies, in line with the guidance in Byelaw 7 of this document;

8.1.2 To decide on funding for all of the sports clubs and societies;

8.1.3 To promote and encourage student involvement in Clubs and Societies.

8.2 Membership

8.2.1 Membership of the Sports and Societies Committee shall be the:

- President
- Four students elected from the Clubs and Societies Forum
- The appropriate member of Union staff that supports this area (in attendance & minute-taker)

8.3 Timing

8.3.1 Sports and Societies Committee should meet at least fortnightly.

8.3.2 The members of Sports and Societies Committee can also call a meeting of the committee at any time during the year should an issue arise necessitating a meeting.

9 Entertainments Committee

9.1 Role

9.1.1 To ensure that the entertainment programme delivered by the Students' Union meets the needs of the student body;

9.1.2 To conduct on-going research and suggest events for the entertainment programme that would improve what is offered to students;

9.1.3 To promote the entertainment programme and encourage students to take part in events;

9.1.4 To provide volunteering opportunities and support at events.

9.2 Membership

9.2.1 Membership of the Entertainments Committee shall be the:

- President
- Any Full Member
- 1 representative from each Faculty Forum
- The appropriate member of Union Staff that supports this area (in attendance & minute-taker)

9.2 Timing

9.2.1 Entertainments Committee should meet at least once a week.

9.2.2 The members of Entertainments Committee can also call a meeting of the committee at any time during the year should an issue arise necessitating a meeting.

9.3 Chair

9.3.1 At the first meeting in each academic year, the Entertainments Committee will elect a chairperson from the membership of the committee. This election shall take place within the meeting through a majority vote.

10. Equality & Diversity Committee

10.1 Role

10.1.1 To ensure that the Students' Union works to its Equal Opportunities policy;

10.1.2 To deliver campaigns around equality and diversity;

10.1.3 To hold the University to account on issues of equality and diversity.

10.2 Membership

10.2.1 Membership of the Equality & Diversity Committee shall be the:

- Vice President Welfare & Diversity
- Any Full Member
- 1 representative from each Faculty Forum
- The appropriate member of Union Staff that supports this area (in attendance & minute-taker)
- The University Equality & Diversity Staff Member

10.3 Timing

10.3.1 Equality & Diversity Committee should meet at least once a month.

10.3.2 The members of Equality & Diversity Committee can also call a meeting of the committee at any time during the year should an issue arise necessitating a meeting.

10.4 Chair

10.4.1 At the first meeting in each academic year, the Equality & Diversity Committee will elect a chairperson from the membership of the committee. This election shall take place within the meeting through a majority vote.

11. Ethics & Environment Committee

11.1 Role

11.1.1 To deliver campaigns around ethical and environmental issues;

11.1.2 To engage the University in a dialogue to improve ethical and environmental issues on campus;

11.1.3 To lobby the University to introduce and continually develop their policies around the area of ethics and environmentalism

11.2 Membership

11.2.1 Membership of the Ethics & Environment Committee shall be the:

- Vice President Welfare & Diversity
- Any Full Member
- 1 representative from each Faculty Forum
- The appropriate member of Union Staff that supports this area (in attendance & minute-taker)
- The appropriate member of University Staff that supports this area

11.3 Timing

11.3.1 Ethics & Environment Committee should meet at least once a month.

11.3.2 The members of Ethics & Environment Committee can also call a meeting of the committee at any time during the year should an issue arise necessitating a meeting.

11.4 Chair

11.4.1 At the first meeting in each academic year, the Ethics & Environment Committee will elect a chairperson from the membership of the committee. This election shall take place within the meeting through a majority vote.

BYELAW 7 – CLUBS AND SOCIETIES

1. Recognition of Clubs and Societies

- 1.1 Any Full Members of the Union seeking to establish a Club or Society shall apply to the Sports and Societies Committee
- 1.2 Sports and Societies Committee shall grant recognition provided that;
 - 1.2.1 It is satisfied that the Club or Society does not duplicate the role of an existing Club or Society;
 - 1.2.2 The Club or Society has the minimum number of 15 members, a minimum of which should be 5 first year and 5 second years;
 - 1.2.3 The Club or Society submits a constitution approved by its members which:
 - 1.2.3.1 Entitles all Full Members of the Union to be a member on payment of the appropriate subscription.
 - 1.2.3.2 Provides for an Annual General Meeting at which its committee shall be elected. Quorum shall be 10% of membership or 10 people whichever is the greater. Annual General Meetings should be advertised to the membership at least five working days in advance of the meeting.
 - 1.2.3.3 Allows for General Meetings to be called by the group committee. Quorum for these shall be 10% of the membership, or a minimum of 10 members, to discuss any matter.
 - 1.2.3.4 Requires that the committee shall include a minimum of a Chairperson, Vice Chair, Secretary (at least one, for example General, Social, Fixtures) and Treasurer, who shall be Full Members of the Union. These titles shall not be exclusive for all groups – groups can call their committee positions different titles so long as they have four positions that carry out the organising role within the group.
 - 1.2.3.5 Requires that these committee members take part in Union Club and Society training events.
 - 1.2.3.6 Provides for the proper accounting of Club and Society funds, in accordance with the Union's financial regulations.
 - 1.2.3.7 Provides for the funds of the Club and Society to revert to the Union following 12 months of inactivity.
 - 1.2.3.8 Upholds the Students' Union Equal Opportunities policy.
- 1.3 In considering an application for recognition, the Sports and Societies Committee may make amendments to any constitution submitted by a Club or Society.
- 1.4 Any Sports and Societies committee member with a direct involvement in a Club or Society being forwarded for approval by the committee must declare that involvement and interest and as such be removed from the vote.
- 1.5 If a Club or Society is inactive for two successive months (not including the summer vacation) then the activity will temporarily be suspended. Inactivity includes no social

activity or contact with members or the Students' Union over a period of two months. Any funds will be immediately frozen and members will be notified.

- 1.5.1 The Chair must then submit a report to the Sports and Societies Committee and a decision will be made as to whether or not their Club or Society should be disbanded.
- 1.5.2 In the absence of a Chair a representative of the Club or Society may submit a report.
- 1.6 A newly recognised Club or Society will be entitled to all the facilities available to Union Clubs and Societies, with the exception of funding.
- 1.7 All Clubs and Societies shall provide the Students' Union with the names of all committee members immediately following their election.
- 1.8 Sports and Societies Committee shall be empowered to withdraw or suspend recognition of any Club or Society at any time following an investigation.

2. Club/Society Registration and Finances

- 2.1 A recognised Club or Society will automatically be registered as a Union Club or Society for the academic year in which it is ratified.
- 2.2 Only a Club or Society that has been recognised since the start of an academic year will be able to apply to the Sports and Societies committee for a grant, by the specified deadline, providing any financial information required.
- 2.3 No members of a recognised Club or Society shall receive any direct or indirect payment, except for legitimate expenses incurred in connection with the business of the Club or Society.
- 2.4 No Club or Society is allowed under any circumstance to obtain a bank account outside the Union. Any Club or Society found in breach of this rule may be subject to disciplinary action and have accounts frozen pending further investigation.
- 2.5 Every Club or Society must adhere to the financial regulations outlined in Byelaw 8.

3. Duties of Club or Society Chairs

It shall be the duty of the Club or Society Chair or Vice-Chair in the Chair's absence:

- 3.1 To submit a development plan to the Students' Union;
- 3.2 To ensure that all members are formally registered and have paid any required membership fee;
- 3.3 To ensure that the committee has specific members responsible for health & safety and equality & diversity;
- 3.4 To ensure that the Club or Society is represented by a minimum of one person at meetings of the Clubs and Societies Forum;
- 3.5 To ensure that the Social policy is upheld.

4. Clubs and Societies Forum

4.1 Membership

The Clubs and Societies Forum will be convened and chaired by the President

4.1.1 The members of the forum shall be:

4.1.1.1 The Chair or Captain of each Club or Society;

4.1.1.2 Any student from any Club or Society that wishes to attend.

4.2 Role of Clubs and Societies Forum

4.2.1 The Clubs and Societies Forum has responsibility for:

4.2.1.1 Discussing key issues and developments within the University relating to Clubs and Societies;

4.2.1.2 Creating motions and proposing policy to be sent to the Senate for agreement and action;

4.2.1.3 Electing representatives to the Sports and Societies Committee.

4.3 Meetings of the Clubs and Societies Forum

4.3.1 There shall be a meeting of the Clubs and Societies Forum each month during the academic year.

4.3.2 Additional Clubs and Societies Forums can be called at any time by the President.

4.3.3 Minutes of all Clubs and Societies Forums shall be taken, detailing present and absent members, and a record of votes. Minutes shall be publicly available.

BYELAW 8: FINANCIAL REGULATIONS

1. Accounts

- 1.1 The Union's financial year shall run from 1 August to 31 July.
- 1.2 The Trustees shall approve the appointment of Auditors, who shall be Chartered or Incorporated Accountants, and shall not be Officers, members or employees of the Union.
- 1.3 All financial transactions shall be recorded in accordance with arrangements agreed with the Auditors. For information on all financial transactions, see the Union's Finance policy.
- 1.4 Audited accounts, together with the Auditors report, for each financial year shall be submitted to the first possible Senate meeting of the subsequent academic year.
- 1.5 The Auditors shall be invited to attend the meeting of Senate considering the accounts and to the Annual General Meeting to comment or answer questions. The Finance Manager should be in attendance at the Senate meeting where the accounts are presented.

2. Budgets

- 2.1 An annual budget for all activities of the Union and its company shall be prepared by the Finance Committee, and submitted to Senate for consideration. This process should be completed by the end of term 3 of the academic year. Senate may then make amendments and shall submit a budget to the Trustee Board for approval.
- 2.2 The annual budget should also be submitted alongside the audited accounts at the appropriate meeting of Senate.
- 2.3 Any amendment to the budget subsequently made in accordance with the schedules shall be submitted as soon as practicable to the Trustee Board for approval and to the University for ratification.

3. Grants to Clubs/Societies

- 3.1 The Union may make grants to recognised clubs and societies, and other bodies as agreed by Sports and Societies Committee.
- 3.2 Such grants shall only be made for activities consistent with the aims and objectives of the group, and the objectives of the Union.
- 3.3 Clubs and Societies requiring a grant shall apply to the Sports and Societies Committee in accordance with Byelaw 7.
- 3.4 The President shall notify all clubs and societies of the date by which grant bids must be submitted. Grant bid forms shall be available to clubs and societies upon this notification.
- 3.5 Each club and society shall submit an application to the Sports and Societies Committee to outline their grant bid. It shall be the duty of the Sports and Societies Committee to ensure that they obtain as much information as possible to assess each bid.
- 3.6 Each club and society shall be fairly judged on the basis of cost of the previous year's activity; projected cost of activity; existing financial situation; membership; fundraising.

- 3.7 The Sports and Societies Committee shall report its decisions to clubs and societies no later than the start of the following academic year. A complete list of allocated grant funds shall be submitted to the first meeting of Finance Committee for noting.
- 3.8 No money shall be allocated to a club and society until its grant bid has been submitted. If no bid is submitted, no money shall be allocated.
- 3.9 Clubs and societies who are not satisfied with their allocation may appeal in writing to the President. Evidence must be supplied in support of an appeal. The President must take the appeal to the Sports and Societies Committee. In the event of a further dispute, the appeal may be referred to Finance Committee whose decision shall be final.

4. Management of Clubs and Societies accounts

- 4.1 Club and Society financial accounts will be managed by the Students' Union. It is the responsibility of the President, along with appropriate members of staff to ensure that financial procedures are adhered to and control of expenditure is in place.

5. Authorisation of Expenditure

- 5.1 **Orders:** Committees, clubs and societies shall only order goods and services on a properly completed order form which shall be signed by officials or staff authorised to do so under the Financial Regulations of the Union. Any person who places an order, except by this procedure, will be personally liable for any costs incurred by the Union in relation to the order.
- 5.2 **Contracts:** All contracts and agreements which involve financial undertakings must be signed by a sabbatical officer, or a duly authorised senior member of the Union staff.
- 5.3 **Approval of expenditure:** All expenditure shall be authorised by the Treasurer of the relevant Committee or body, or by the Officer or staff member responsible for the relevant budget.
- 5.4 **Capital Expenditure:** No commitment shall be made to capital transactions in excess of £50,000 involving land or buildings without the prior approval of the University.
- 5.5 **Guarantees and Indemnities:** All guarantees and indemnities incurring contingent liabilities shall be approved by the General Manager or authorised staff member, and shall only be so approved in the normal course of business.
- 5.6 **Payments:** All cheques shall be signed by a sabbatical officer, and either the Finance Manager or the General Manager.

6. Receipt of Monies

- 6.1 All monies received on behalf of the Union shall be paid into the Union.
- 6.2 All monies shall be paid in full, together with unsold tickets and other relevant documentation to verify income. Expenses or payments shall not be deducted from monies, but shall be processed separately in accordance with this schedule.

7. Payments to Members

- 7.1 The Financial Procedures shall confirm all arrangements for the payment of expenses to members.

8. Establishment of Companies

- 8.1 The Trustees shall be empowered to establish any companies that they consider necessary for the operation of any activities of the Union, subject to the provision of the law.
- 8.2 The Directors of any company shall be the Officer Trustees, and the Company Secretary shall be the General Manager.
- 8.3 All transactions of such companies shall be incorporated into the main Union accounts. This requirement is in addition to any statutory accounts that the Company may have to produce as a separate legal entity.
- 8.4 The company shall be wholly accountable to the Union.
- 8.5 No person shall receive any dividend or other payment, except in respect of employment or expenses in accordance with this Byelaw.
- 8.6 In the event of any dissolution of a company established by the Union, all monies and assets shall revert to the Union.

BYELAW 9 – ELECTIONS

1 General Regulations

- 1.1 Senate shall have overall responsibility for all elections and shall be empowered to rule on any matter relating to the conduct of elections.
- 1.2 For Executive elections, a Returning Officer, who shall not be a member of the union, employee of the union, or a member of union staff, will be appointed by Student Council on an annual basis. The Returning Officer shall be responsible to Elections Committee for the organisation of elections.
 - 1.2.1 The Executive includes the Officer Trustees and the Faculty Chairs as elected positions and the Leader of the Senate as an appointed position.
- 1.3 The Returning Officer may nominate at least one assistant who can act on his/her behalf always with prior permission.
- 1.4 Elections shall be held by the Single Transferable Voting (STV) system. This is covered under point 9.8 of this Byelaw.
- 1.5 All elections shall provide the opportunity to vote for “Re-Open Nominations”, in preference to one or more candidates.
- 1.6 If insufficient nominations have been received to fill all vacancies at the close of nominations, the election shall proceed as normal for all other positions.
- 1.7 A by-election will be held to fill any vacancies.

2 Duties Of The Returning Officer

- 2.1 To appoint a Counting Officer, responsible for all matters relating to the counting of papers. This person shall normally be the General Manager.
- 2.2 To decide any matter relating to the conduct of the election, subject to the Senate. This shall include the power to penalise or exclude candidates in respect of any breach of the election regulations and to postpone or nullify the result of an election in respect of any irregularity.
- 2.3 To ensure that the election is conducted in accordance with this Byelaw and any regulation specified by Election Committee.
- 2.4 To ensure the election is adequately publicised.

3 Eligibility to Stand and Vote

- 3.1 All Full Members shall be eligible to stand as candidates for Officer Trustee, Faculty Chairs and NUS Conference Delegate posts and vote in those elections, except as specified within the Articles and Byelaws of the Constitution.

4 Election Timetable

4.1 28 days before voting closes:

- Notice of the elections, including the posts available and the election timetable, must be displayed within the Union, University buildings and on the website.

4.2 21 days before voting closes: Nominations open.

- The Elections Committee will ensure that nomination forms will be available for the advertised positions. Notice of elections shall include all relevant dates and times. A guide to elections shall accompany the nomination form.

4.3 7 days before voting closes: Nominations close.

- Candidates must return completed nomination forms. Late nomination forms will not be accepted. The candidates' meeting and training will take place, convened by the Returning Officer or their alternative. The Elections Committee will publish the times and locations of polling stations.

4.4 6 days before voting closes: Campaigning.

- Campaigning may begin. The Elections Committee will publish a list of candidates. Candidates' Question Time will take place during the campaigning period. During this time, unless express permission is given by the Returning Officer, no member of student staff standing as a candidate in the Sabbatical elections shall be available for work in the Students' Union. If an Officer Trustee is standing for election then they should take the week of campaigning as annual leave.

4.5 4 days before Voting closes: Voting Begins

- Voting will be completed in accordance with sections 5, 6 and 7 of this Byelaw

4.6 Voting Closes on the date and at the time agreed by Elections Committee.

4.7 Nominations

4.7.1 Nominations shall be made on a nomination form, which shall require:

4.7.1.1 The title of the post to be contested;

4.7.1.2 The registered name, current address, contact telephone number, Programme of Study, student number and signature of the candidate;

4.7.1.3 A photograph of the candidate (submitted electronically);

4.7.1.4 A slogan of up to 6 words which the candidate will have placed by their name on the ballot paper;

4.7.1.5 A Background or Personal Info statement of no more than 100 words to tell voters who the candidate is;

4.7.1.6 A section on "What I believe" consisting of a maximum of 5 bullet points, each of which should be no more than 20 words long;

4.7.1.7 A section on "What I want to change" consisting of a maximum of 5 bullet points, each of which should be no more than 20 words long;

4.7.1.8 The registered name, Programme of Study, student number and signature of two Full Members nominating the candidate, which shall not be published;

4.7.2 If any nomination is deemed to be invalid, in accordance with the Constitution and Byelaws, the Returning Officer shall inform the person nominated within 1 day, and publish the details at the time of publishing nominations;

4.7.3 Any Full Member may challenge the validity of a nomination, within 2 days following the publication of nominations, on the grounds that it does not comply with the Constitution and Byelaws. The Returning Officer shall rule on the challenge and their decision shall be final.

4.7.4 Any candidate may withdraw from an election by writing to the Returning Officer.

4.7.5 Nominators may not withdraw their names after nomination forms have been submitted.

4.7.6 No member may be nominated to stand for more than one post in any single set of elections for either Faculty Chair or Officer Trustee.

4.7.7 No Full Member may nominate more than one candidate for each position in an election.

4.7.8 Once nomination forms have been submitted, Elections Committee will meet to discuss the validity of the details on the form and suggest changes if required – for example, if they have suggested a course of action over which they would have no control in their post. Where such a situation exists, the candidate in question will be asked to adapt their form at the Training event prior to campaigning.

4.8 Election Campaigns

4.8.1 No Union Officer or Committee of the Union as defined in the Byelaws of this constitution shall endorse any candidate for election to any of the posts in any written, published or oral form, whilst acting in any official capacity. This shall include on any nomination forms.

4.8.2 Returning Officer shall determine regulations for campaign publicity, and arrangements for assistance towards the production of publicity.

4.8.3 Candidates' Question Time sessions shall be arranged by the Elections Committee and attended by all candidates running for any elected position

4.8.3.1 Candidates' Question Time shall be organised so that for each position there are:

- A 3 minute speech from each candidate;
- Questions to all candidates, which will be answered in rotating order. Each candidate will have one minute to answer each question. There shall be no questions to individual candidates.

4.8.4 The Returning Officer shall publish the photographs and nominations forms of all candidates.

4.8.5 Any complaints regarding the conduct of the election campaign shall be submitted in writing to the Returning Officer before the start of the count. The Returning Officer shall decide on any complaints, subject to Elections Committee.

5 Polling

- 5.1 Elections may be conducted by Physical or Electronic Voting. Electronic voting will be the preferred method of polling for all elections, unless the Returning Officer deems a Physical poll to be more appropriate
- 5.2 When deemed appropriate by the Returning Officer Physical Voting (Section 6) will be suspended and the rules for Electronic Voting (Section 7) will come in to action.

6 Physical Voting

- 6.1 **Location:** Polling stations shall be situated in the Union Building and other places as determined by the Elections Committee.
- 6.2 **Duration:** Polling stations shall be open for 4 days for at least 4 hours on each day in the Union Building, and at least 2 hours in such academic areas and residences as determined necessary by the Elections Committee.
- 6.3 **Polling Officers:** Each polling station shall be staffed by at least one Polling Officer, who shall be responsible for ensuring the proper conduct of polling at her/his station. Polling Officers may appoint Assistant Polling Officers.
- 6.4 **Polling:** On production of their Identity Card, every Full Member shall be presented with the ballot papers to which s/he is entitled. Their York St John Student Card shall be marked, as evidence of having received ballot papers. The Polling Officer shall retain the Card until the votes are cast.
- 6.5 **Ballot Papers:** Shall specify the position, the name of each candidate, and slogan if submitted, in an order determined by lot, and shall explain the method of election. Ballot papers shall be numbered.
- 6.6 **Polling Records:** Each Polling Officer shall record the name and student number of every voter, alongside the number on the ballot paper. This record shall remain confidential subject to any complaints regarding the conduct of voting.
- 6.7 **Election Statements:** The Polling Officers shall have election statements of all candidates available at the polling station to assist voters with their decision making.
- 6.8 **Canvassing:** The Polling Officer shall ensure that there is no publicity relating to an individual candidate, or favouring/opposing a Referendum proposal, within an appropriate distance of the polling station as determined by the Returning Officer. There shall be no canvassing within an appropriate distance of the polling station determined by the Returning Officer.
- 6.9 **Complaints:** Any complaints regarding the conduct of polling shall be submitted in writing before the start of the count. The Returning Officer shall decide on any complaint. If the complainant is not satisfied with the response from the Returning Officer they have the right of appeal to the Elections Committee.

7 Electronic Voting

- 7.1 **Location:** Electronic Polling stations shall be situated on the Union website to be accessed from any location by voters.
- 7.2 **Polling:** Each Voting member will be required to log into the interface using their unique student identification username. Upon doing this they will then gain access to the online ballot paper. Each student will only be given access to the online ballot paper once.
- 7.3 **Online Ballot Papers:** Shall specify the position, the name of each candidate, photograph, slogan and a weblink to the candidates manifesto on the SU website, in a randomised order.
- 7.4 **Election Statements:** The Polling Officers shall display election statements of all candidates on the SU website.
- 7.5 **Complaints:** Any complaints regarding the conduct of polling shall be submitted in writing before the start of the count. The Returning Officer shall decide on any complaint. If the complainant is not satisfied with the response from the Returning Officer they have the right of appeal to the Elections Committee.
- 7.6 These rules only apply if the use of Electronic voting is agreed by the Elections Committee.

8 Elections at the Senate And Committees

- 8.1 Senate and Committees may elect other Full Members from within their membership for specified duties as they determine.
- 8.2 Notice of such elections shall be circulated with the notice of the meeting at which the election is to be held.
- 8.3 Nominations shall be taken at the meeting.
- 8.4 The meetings may invite candidates to speak in support of their nominations.
- 8.5 Voting shall be by show of hands or secret ballots, as decided by the meeting.

9 Regulations Governing Counting

- 9.1 The Counting Officer shall be responsible to the Returning Officer for the conduct of the count. They shall appoint Assistant Counting Officers, who shall not be candidates or have associated themselves with the campaign of any candidate as appropriate.
- 9.2 Each candidate shall be entitled to appoint a Full Member as a representative to attend the count on her/his behalf.
- 9.3 Only the Returning Officer, the Counting Officer, Assistant Counting Officers and candidates' representative shall be entitled to attend the count. The Counting Officer shall be empowered to exclude any person who conducts her/himself in a way that might interfere with the conduct of the count.
- 9.4 In considering complaints, or the reconciliation of voting papers and polling records, the Returning Officer shall be empowered to order the withdrawal of one or more

candidates, or to exclude one or more ballot boxes from the count, or deem an election invalid and suspend the count.

- 9.5 Any ballot paper that is marked in any way other than to indicate a preference shall be deemed to be spoilt and invalid. Where a counting officer is unsure if a ballot is valid or not, they must ask the Returning Officer for a judgment on that ballot paper.
- 9.6 'Re-Open Nominations' shall be considered as a candidate for counting purposes, and no other candidate shall be elected unless they obtain a higher vote than 'Re-Open Nominations'.
- 9.7 Following the close of voting the Count shall be held as soon as possible, and within at least 24 hours. Counting will continue for as long as necessary to reach a decision.

9.8 Single Transferable Voting System

- 9.8.1 All elections will be conducted using the Single Transferable Voting system.
- 9.8.2 The Counting Officer shall ensure that any elections under the Single Transferable Voting System are conducted in accordance with the rules laid down by the Electoral Reform Society.
- 9.8.3 The Counting Officer shall ensure that elections under the Single Transferable Voting system are conducted as follows:
- a) Sort the voting papers according to first preferences, setting aside any invalid papers.
 - b) Count the voting papers, to determine the first preferences cast for each candidate and, hence, the total valid vote.
 - c) If a candidate has an overall majority of the valid votes cast at this stage, they shall be deemed elected.
 - d) If no candidate has an overall majority of the valid votes cast, the candidate with the least votes shall be eliminated and their transferable votes shall be identified.
 - e) The transferable votes of the eliminated candidate shall be distributed between the remaining candidates, at full value, according to the second preference indicated on the voting paper. Such voting papers shall be transferred to the remaining candidates in identifiable bundles.
 - f) If a candidate has a majority of the valid votes cast at this stage, they shall be deemed elected.
 - g) If no candidate has a majority of the valid votes cast, the procedure outlined above shall be repeated until an overall majority is achieved for one candidate, and that candidate shall be deemed elected.
 - h) Once the count has been completed, an election result sheet is published.

BYELAW 10 – NATIONAL UNION OF STUDENTS (NUS)

1. Affiliation

- 1.1 The Union shall be affiliated to the National Union of Students (NUS). This affiliation will be noted annually at the Annual General Meeting.

2. NUS Conferences

- 2.1 Delegates to NUS Conferences shall be elected as required at the Senate and shall be open to all Full Members.
- 2.2 Notice of NUS Conference shall be published to all Full Members at least two weeks prior to the Senate meeting.
- 2.3 Full Members in attendance at the Senate meeting will be entitled to vote in this election.
- 2.4 The Delegation to Annual Conference shall consist of at least one Officer Trustee. The other positions will be open to all Full Members of the Union.
- 2.5 The delegation leader will be the Officer Trustee elected to attend conference.

3. Responsibilities of National Conference Delegates

- 3.1 Delegates shall ensure that they are present on the floor of Conference for policy votes and elections, at the discretion of the delegation leader.
- 3.2 Delegates shall vote in accordance with Union Policy. Any matter relating to the interpretation of policy shall be decided by the delegation leader.
- 3.3 The delegation leader can permit a free vote in issues unrelated to Union Policy.
- 3.4 Delegates shall be each required to present a written report to the Senate.

BYELAW 11: STAFF OF THE UNION

1. The Union shall be empowered to employ staff, who shall be responsible to the Trustee Board through an established management structure.
2. Staff who are not full members of the Union shall not participate in, or publicly express their personal views on, decisions of the Union. Staff who are full members of the Union shall not express their personal views on decisions of the Union whilst carrying out their duties, and shall not serve as members of any Committee responsible for their area of employment.
3. All matters relating to the responsibilities, conditions of employment, performance or conduct of individual members or groups of staff shall be the responsibility of Staffing Committee and:
 - shall be considered 'in camera';
 - shall not be discussed at, or considered in, any other Committee, Senate, Faculty Forum, General Meeting or Referenda;
 - shall not be mentioned in any Students' Union publication.
4. Any complaint or comment regarding any individual member or group of staff shall be directed to the President, as the Chair of the Staffing Committee, who will ensure that the matter is dealt with in accordance with the agreed grievance and disciplinary procedures.
5. Any complaint or comment of a member of staff regarding a member of the Union shall be raised through the management structure and dealt with in accordance with the Students' Union's procedures.