

BATH SPA UNIVERSITY

TO: AGM 22nd May 2008
FROM: Students' Union President
DATE: 22nd May 2008
SUBJECT: Revision of the Students' Union Constitution

Purpose: To seek approval from the membership for the recent revisions made in the Students' Union constitution in accordance with article 14 of the constitution and the 1994 Education Act.

Background: Under the 1993 Charities Act Students' Unions such as Bath Spa University Students' Union were known to hold exempt charitable status resulting from its links with the University.

Now as a result of amendments under the 2005 Charities Bill the Students' Union must formally register with the Charities Commission early next year, and become an Unincorporated Association.

As a result of the changes under the 2005 Charities Bill a review of the constitution was required to bring the Students' Union constitution in line with recommendations of the Charities Commission and the working practice of the officers, trustees and committees of the Students' Union.

The Membership Services Manager was asked to coordinate the drafting of a new constitution and the following proposed Constitution was developed out of feedback from the student officers, trustees, senior staff after consultation from NUS and AMSU.

The new constitution ensures that the Students' Union meets the requirements under Charity Law and the 1994 Education Act.

The proposed changes will ensure that the running of the Students' Union is overseen by the Trustees, but the Senior Managers are delegated the responsibility of ensuring the Students' Union services are delivered as directed by the trustees and that budgets are achieved.

The changes will also allow for the appointment of non-student trustees, this will allow trustees with specific skills to be recruited to the trustees, as recommended by the Charities Commission. The majority of the Trustees shall remain elected student officers.

The political and representational role of the Students' Union shall be delegated to the elected student officers who shall ensure that students are represented through a new forum under the name of Union Council.

The revisions to the constitution have been recommended to the University Board of Governors for approval in late June.

The changes to the constitution will result in a number of minor changes to the policies and procedures that form the bye-laws; these will need to be amended.

- Recommendation:
1. That the AGM note and approve the new constitution
 2. That the AGM approves minor amendments (wording or committee names etc.) to all bye-laws required to ensure they are inline with the new constitution, these amendments must be approved by the Sabbatical Officer Trustees. The Trustees must approve any major amendment.
 3. That the newly elected President ensures that the Trustees at the earliest opportunity appoint non-student trustees, including one member nominated by the University and one member of Union staff nominated by Senior Management Team.

**BATH SPA UNIVERSITY
STUDENTS' UNION
CONSTITUTION**



PART 1.

1. Adoption of the Constitution: Adopted on the at Annual General Meeting.

Bath Spa University Students' Union and its property will be administered and managed in accordance with the provisions in parts 1 and 2 of this Constitution.

2. The Name of the Charity:

There shall be a Students' Union, the name of which shall be known as Bath Spa University Students' Union. (In this document it is called the Union, also known as the Charity).

3. The Objectives

3.1 The Union's objectives (the objectives) are:

- 3.1.1 To advance the education of its members and students at Bath Spa University as a whole.
- 3.1.2 To enhance the University experience of its members.
- 3.1.3 To promote the welfare of its members.
- 3.1.4 To provide in the interests of the social welfare of its members, facilities and activities for recreation or other leisure time activities, being facilities:
 - a. Which will improve their conditions of life, enabling or assisting them to participate in intellectual, social, and other activities of or connected with the University
 - b. Of which they have need by reason of their being students
- 3.1.6 In furtherance of the objects specified above, to act as a channel of communication between its members and Bath Spa University and other bodies.

3.2 The Union shall pursue these objects:

- 3.2.1 By acting as the main recognised channel of communication between the students and the governing bodies and officers of the University.
- 3.2.2 By the supply of goods, services, and facilities to students and student organisations and the promotion of social, cultural and educational activities.
- 3.2.3 By representing its members, individually and collectively, at local, national and other appropriate levels.
- 3.2.4 By liaison with representatives of students within the University, and representative bodies of other higher educational and further education establishments.
- 3.2.5 By seeking to further the interests of students in economic, social and youth issues having a direct effect upon education or upon the welfare and status of students within society.
- 3.2.6 By representing, and seeking to give effect to, the views of students on issues concerning or directly affecting education or student social rights in any country.

3.3 In delivering these objects, the Union shall:

- 3.3.1 Be independent of any religious body or party political organisation, and (except in so far as may be necessary for the support of a disadvantaged section of society) shall pursue its object without regard to race, nationality, creed, gender, disability, age, medical condition, or sexual orientation, except that action may be taken to promote equality of opportunities.

4. Application of income & property:

- 4.1 The income and property of the Union shall be applied solely towards the promotion of the Objects.
- 4.2 A Trustee may pay out of, or be reimbursed from, the property of the Union any reasonable expenses properly incurred by him/her when acting on behalf of the Union.
- 4.3 None of the income or property of the Union may be paid or transferred directly or indirectly by way of profit to any member of the Union. This does not prevent:
 - a. A member who is not a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Union.
 - b. Trustee from:
 - i. Buying goods or services from the Union upon the same terms as other members.

- ii. Receiving a benefit from the Union in the capacity of a beneficiary of the Union, providing that the Trustees comply with the provision of 4.6, or as a member of the Union and upon the same terms as other members.
 - c. The purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he/she may be guilty in relation to the Union but excluding:
 - i. Fines.
 - ii. Costs of unsuccessful defending of criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer.
 - iii. Liabilities to the Union that results from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Union or in respect of which the person concerned did not care whether that conduct was in the best interest of the Union or not.
 - d. A Trustee who undertakes work over and above that of the duties of a Trustee of the Union may be paid for their work for the Union. Terms of this payment shall be decided annually by the Trustees in accordance with the terms of 4.5 and 4.6.
- 4.4 No Trustee may be paid or receive any other benefit for being a Trustee. This does not include any work undertaken over and above the duties of that of a Trustee of the Union under 4.6.d.
- 4.5 A Trustee may:
- a. Sell goods and services to the Union.
 - b. Be employed by or receive any remuneration from the Union (This includes the payment of Union Officers for their duties over and above that of a Trustee of the Union).
 - c. Receive any other financial benefit from the Union.
If:
 - d. He/she is not prevented from so doing by sub-clause 4 of this clause.
 - e. The benefit is permitted by 4.3 of this clause; or
 - f. The benefit is authorised by the Trustees in accordance with the conditions in 4.6.
- 4.6 a. If it is proposed that a Trustee should receive a benefit from the Union that is not already permitted under 4.3, he/she must:
- i. Declare his/her interest in the proposal
 - ii. Be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it
 - iii. Not be counted in determining whether the meeting is quorate
 - iv. Not vote on the proposal
- b. In clauses covered by 4.5, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Union to contract with or employ the Trustee rather than with someone who is not a Trustee and they must record the reasons for their decisions in the minutes. In reaching that decision the Trustees must balance the advantages of contracting with or employing a Trustee against the disadvantages of doing so.
- c. The Trustees may only authorise a transaction falling within paragraph 4.5 a – c if the Trustee body comprises of a majority of Trustees who have not received any such benefits.
- d. If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Union the value of any benefit received by the Trustee from the Union.
- 4.7 A Trustee must absent himself/herself from any discussion of the Trustees in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Union and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- 4.8 In this Clause 4, "Trustee" shall include any person, firm or company connected with the Trustee.

5. Dissolution of the Union:

- 5.1 If the members resolve to dissolve the Union, the Trustees will remain in office as Union Trustees and be responsible for winding up the affairs of the Union in accordance with this clause.
- 5.2 The Trustees must collect in all the assets of the Union and must pay or make provision for all the liabilities of the Union.
- 5.3 The Trustees must apply any remaining property and money
 - a. Directly for the Objects

- b. By transfer to Bath Spa University or other charity for purposes the same as or similar to the Union
 - c. In such a manner as the Charity Commissioners for England and Wales (“the Commission”) may approve in writing in advance.
- 5.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Union specifying the manner in which the Trustees are to apply the remaining property or assets of the Union and the Trustees must comply with the resolution if it is consistent with paragraph a -c included in 5.3.
- 5.5 In no circumstances shall the net assets of the Union be paid to or distributed among the members of the Union.
- 5.6 The Trustees must notify the Commission promptly that the Union has been dissolved. The Trustees are obliged to send the Union’s accounts to the Commission for the accounting period which ended before its dissolution; they must send the Commission the Union’s final accounts.

6. Amendments to the Constitution:

- 6.1 The Union may amend any provision contained in Part 1 of this Constitution provided that:
- a. No amendment may be made that would have the effect of making the Union cease to be a Charity at law.
 - b. No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members.
 - c. Any resolution to amend a provision of Part 1 of this Constitution is passed by less than two thirds of the members present and voting at a General Meeting.
- 6.2 Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a General Meeting.
- 6.3 Under section 22 of the Education Act 1994, any resolution to amend Part 1 or Part 2 of this Constitution must receive approval by the Governing Body of Bath Spa University, and reviewed by the Governing Body at an interval not more than 5 years.
- 6.4 A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of being received by the Governing Body of Bath Spa University.

PART 2.

7. Membership

- 7.1 Membership is open to individuals over the age of eighteen who are approved by the Trustees in accordance with the bye-laws.
- 7.2 Membership is not transferable to anyone else.
- 7.3 The Trustees must keep a register of names and addresses of the members.
- 7.4 The Trustees have the power to refuse or rescind membership of the Union.
- 7.5 No person shall be admitted as a member to any of the privileges of membership until an interval of at least two days has elapsed between their nomination or application and their admission.
- 7.6 Ordinary Membership
- 7.6.1 Registered students of Bath Spa University shall automatically be full members and shall be entitled to enjoy full membership of such facilities and activities run by the Union in general.
- 7.6.2 Ordinary members are entitled to take part in the governance or democratic processes of the Union, and shall be entitled to speak and vote at meetings, to nominate, to stand and to vote in Union elections and hold office in clubs and societies.
- 7.6.2 If any registered student wishes to opt out of membership, he/she can do so.
- 7.6.3 Only Ordinary members are permitted to sign in guests to Union facilities.
- 7.7 Associate Membership
- 7.7.1 Union staff and the Returning Officer are automatically associate members of the Union.
- 7.7.2 Members of Bath Spa University staff automatically become associate members of the Union whilst employed at the Institution.
- 7.7.3 Associate members may use facilities of the Union, but may not take part in any other Union activity or any part of the governance or democratic processes of the Union, unless they are appointed as a Trustee.
- 7.7.4 Associate members are not automatically affiliated to the organisations the Union affiliates to.
- 7.7.5 Graduates of the University can apply for associate membership of the Union. Such members must give two days notice of intended use of a Union facility.

- 7.8 Honorary Life Members
 - 7.8.1 The Trustees or General Meeting has the right to bestow Honorary Life Membership upon persons who have given outstanding service to the Union.
 - 7.8.2 Honorary members may use the Union's facilities but may not take part in the governance or democratic processes of the Union.
- 7.9 Reciprocal Members
 - 7.9.1 Members of other Students' Unions shall be entitled to use the facilities of the Union in accordance with the arrangements and regulations made by the Union on production of an NUS Card or a non-affiliated identification card
 - 7.9.2 Reciprocal members may use the Union's facilities but may not take part in the governance or democratic processes of the Union.
- 7.10 Temporary Associate Membership
 - 7.10.1 The Executive Committee may grant temporary associate membership to any person engaged in bona fide courses undertaken within the University, such as conferences or vocational courses and other groups or organisations on official visits to the University, including games teams and their spectators, attending for approved fixtures.
 - 7.10.2 Such membership shall last for the duration of the course or visit.
 - 7.10.3 Temporary members may use the Union's facilities but may not take part in the governance or democratic processes of the Union.

8. Termination of membership

Membership is terminated if:

- 8.1 The member ceases to be a student or member of staff of Bath Spa University.
- 8.2 The member opts out Under the Education Act 1994.
- 8.3 The member is removed from membership by a resolution of the Trustees that is in the best interest of the Union that his/her membership is terminated in accordance with the Union's by-laws.

9. General Meeting

- 9.1 The Union must hold a General Meeting every twelve months; this shall be known as the Annual General Meeting.
- 9.2 Annual General Meetings must not be held more than eighteen months apart.
- 9.3 All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 9.4 The Trustees may call a Special General Meeting at any time.
- 9.5 The Trustees must call a Special General Meeting if requested to do so in writing by at least sixty ordinary members. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.
- 9.6 In accordance with Section 22 Education Act 1994 and the Charities Act 1993 the Annual General Meeting must receive annual reports and budgets.
- 9.7 In accordance with Section 22 Education Act 1994 the General Meeting must review all affiliations at an interval of no more than a year.
- 9.8 All ordinary members shall be entitled to speak and vote at a General Meeting.

10. Notice of General Meeting

- 10.1 The minimum period of notice required to hold any General Meeting of the Union is ten working days from the date on which the notice is deemed to have been given.
- 10.2 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- 10.3 Notice must be given to all ordinary members and to Trustees.

11. Quorum of General Meeting

- 11.1 No business shall be transacted at any General Meeting unless a quorum is present.
- 11.2 A quorum is 60 members entitled to vote upon the business to be conducted at the meeting
- 11.3 If:
 - a. a quorum is not present within half an hour of the time appointed for the meeting; or
 - b. during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Trustees shall determine.

- 11.4 The Trustees must re-convene the meeting and must give at least two clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- 11.5 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at the time shall constitute the quorum for that meeting.

12. Chair of General Meeting

- 12.1 General Meetings shall be chaired by the person who has been elected as chair
- 12.2 If there is no such person or he/she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting
- 12.3 If there is only one Trustee present and willing to act, he/she shall chair the meeting
- 12.4 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their members to chair the meeting.

13. Adjournments of General Meetings

The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those detailed are specified in the resolution. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

14. Votes at a General Meeting

- 14.1 All ordinary members shall be entitled vote.
- 14.2 Votes shall be passed by a simple majority, but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he/she may have.
- 14.3 A resolution may be made for a referendum on an issue of concern to the General Meeting if supported by a vote with a two thirds majority.

15. Referendum

- 15.1 A referendum, in which all ordinary members will be allowed to vote, shall be held on any issue, if a General Meeting or the Trustees decides.
- 15.2 The returning Officer shall be responsible for supervising the referendum, in accordance with the Referendum regulations.
- 15.3 The result of a referendum will take priority over any existing bye-laws on the same issue.

16. Student Officer Trustees & Elections

- 16.1 In accordance with the 1994 Education Act, all major student offices of the Union shall be elected by a cross campus ballot.
- 16.2 The returning Officer shall be responsible for supervising the elections, in accordance with the Election Regulations.
- 16.3 There shall be no more than seven and no less than three Student Officers elected as Trustees.
- 16.4 No more than three Student Officers may be paid Sabbatical Officers.

17. Officers and Trustees

- 17.1 The Union and its property shall be managed and administered by a committee comprising of the Trustee Officers and other members elected in accordance with this Constitution. The Trustee Officers and other members of the committee shall be the Trustees of the Charity and in this Constitution are together called "the Trustees".
- 17.2 The Union shall have the following Trustee Officers:
- A Chair
 - A Secretary
 - A Treasurer
- 17.3 A trustee must be an ordinary or associate member of the Union, unless appointed directly by the Trustees.
- 17.4 No-one may be appointed a Trustee if he/she would be disqualified from acting under the provisions of Clause 20.

- 17.5 The number of Trustees shall not be less than three but (unless otherwise determined by a resolution of the Union in General Meeting) shall not be subject to any maximum.
- 17.6 There shall be no more than four and no less than two Trustees who are non-members.
- 17.7 A Trustee may not appoint anyone to act on his/her behalf at meetings of the Trustees.

18. The Appointment of Trustees

All Student Officers who are Trustees shall be elected by cross campus ballot in accordance with the Union's election regulations.

Titles and duties of the Student Officers shall be agreed annually by the Trustees prior to the election process for the following academic year.

Annual General Meeting may elect members as Student Without Portfolio Trustees.

The Trustees may appoint any person who is willing to act as a Trustee.

Subject to sub-clause 8b of this clause, they may also appoint Trustees to act as Trustee Officers.

Each of the Trustees shall retire with effect from the conclusion of the academic year, but shall be eligible for re-election for the following academic year.

In accordance with the 1994 Education Act, all members who are elected to a Sabbatical Officer position may not remain in the post longer than two years.

In accordance with the 1994 Education Act, Bath Spa University must be informed of all election and appointment of Trustees of the Union.

No-one may be elected a Student Without Portfolio Trustee at any Annual General Meeting unless prior to the meeting the Union is given a notice that:

- a. Is signed by two members entitled to vote at the meeting
 - b. States the member's intentions to propose and second the appointment of a person as a Student Without Portfolio Trustee
 - c. Is signed by the person who is to be proposed to show his or her willingness to be appointed
- 18.10 a. The appointment of a Trustee, whether by cross campus election, Union General Meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as a maximum number of Trustees.
- b. The Trustees may not appoint a person to be a Trustee Officer if a person has already been elected or appointed to the office and has not vacated the office.

19. Powers of Trustees

19.1 The Trustees must manage the business of the Union and have the following powers in order to further the Objects.

- a. To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity other than that directly linked to furthering the direct Objects of the Union. In doing so the Union must comply with any statutory regulations.
 - b. To buy, take on leases or in exchange, hire or otherwise acquire property and to maintain and equip it for use.
 - c. To sell, lease or otherwise dispose of all or any part of the property belonging to the Union. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993.
 - d. To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - e. To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
 - f. To acquire, merge with or enter into partnership or joint venture arrangements with any other Charity formed for any of the Objects.
 - g. To set aside income as a reserve against further expenditure in accordance with the Union's policy on reserves.
 - h. To obtain and pay for such goods and services as are necessary for carrying out the work of the Union.
 - i. To open and operate bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.
 - j. To do all such other lawful things as are necessary for the achievement of the Objects.
- 19.2 No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

- 19.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

20. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he/she:

- 20.1 Is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 20.2 Ceases to be a member of the Union.
- 20.3 Resigns as a Trustee by notice to the Union (but only if there are at least two remaining Trustees willing to remain in office when notice of resignation is to take effect), or
- 20.4 Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his/her office be vacated.
- 20.5 In the event of a Student Officer Trustee, should they be disqualified or resign in accordance with 19.1-19.4, then they shall be deemed to be disqualified or removed from their non Trustee post as well.

21. Proceedings of Trustees

- 21.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- 21.2 Any Trustee may call a meeting of the Trustees.
- 21.3 The Secretary must call a meeting of the Trustees if required to do so by a Trustee.
- 21.4 Questions arising at a meeting must be decided by a majority of votes.
- 21.5 In the case of an equality of votes, the person who chairs the meetings shall have a second or casting vote.
- 21.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 21.7 The quorum shall be three or one third of the total number of Trustees, whichever is greater or such larger number as may be decided from time to time by Trustees.
- 21.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 21.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- 21.10 The person elected as the Chair shall chair meetings of the Trustees.
- 21.11 If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 21.12 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegate to him/her in writing by the Trustees.
- 21.13 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 21.14 The resolution in writing may comprise of several documents containing the text of the resolution in like form each signed by one or more Trustees.

22. Delegation of Trustee Powers

- 22.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minutes of the Trustees at which it was delegated.
- 22.2 The Trustees may impose conditions when delegating, including the conditions that:
- The relevant powers are to be exercised exclusively by the committee to whom they delegate
 - No expenditure may be incurred on behalf of the Union except in accordance with a budget previously agreed with the Trustees
- 22.3 The Trustees may revoke or alter a delegation.
- 22.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- 22.5 Union Council
The Trustees may delegate the responsibility for democratic representation of the members to the Union Council.
- i. Union Council shall comprise of all Student Officer Trustees and all members who hold a Union Representative position.

- ii. Union Council can make decisions within the remits of the bye-laws, conditions and budgets agreed by Trustees, to further the Union's Objectives.
 - iii. All members present are entitled to vote but all decisions of Union Council must be supported by the majority of Trustees present at the meeting.
 - iv. All decisions of Union Council that incur expenditure must be agreed by the Senior Management Team prior to their enactment to ensure it is within budgets agreed by the Trustees.
 - v. All proceedings of Union Council must be regularly reported to the Trustees.
- 22.6 Senior Management Team
The Trustees may delegate the day-to-day management of Union activities to the Management Team.
- i. The Senior Management Team shall comprise of Sabbatical Student Officers Trustees and senior members of Union staff.
 - ii. The Senior Management Team can make decisions within the remits of the bye-laws, conditions and budgets and budgets agreed by Trustees, to further the Union's Objectives.
 - iii. All those present at the Senior Management Team may vote but any decision must be supported by the majority of Trustees present at the meeting.
 - iv. All proceedings of Senior Management Team must be regularly reported to the Trustees.

23. Irregularities in Proceedings

- 23.1 Subject to 23.2, all acts done by a meeting of the Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- Who was disqualified from holding office
 - Who has previously retired or who had been obliged by the Constitution to vacate office
 - Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise
- If, without:
- The vote of that Trustee; and
 - The Trustee being counted in the quorum
- The decision has been made by the majority of the Trustees at a quorate meeting
- 23.2 This does not permit a Trustee to keep any benefit that may be conferred upon him/her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- 23.3 No resolution or act of
- a. The Trustees
 - b. Any committee of the Trustees
 - c. The Union in General Meeting
- 23.4 Shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Union.

24. Minutes of Trustees, committees of Trustees, and General Meeting

Trustees must keep minutes of all:

- 24.1 Appointments of all Officers and Trustees made by the Trustees.
- 24.2 Proceedings of all Trustees, committees of the Trustees, and General Meeting.
- 24.3 Meetings of the Trustees, committee of Trustees and General Meeting including:
 - The names of the Trustees present at the meeting
 - The names of the non Trustees present at the meeting
 - The decisions made at the meetings; and
 - Where appropriate the reasons for the decisions
 - Further action required by the Trustees as a result of the decisions of the meeting
- 24.4 Minutes of all Union meetings must make them available to the membership.

25. Financial Reports, Returns and Accounts

- 25.1 The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
- a. The keeping of accounting records for the Union
 - b. The preparation of annual statements of account for the Union
 - c. The transmission of the statements of account to the Union
 - d. The preparation of an annual report and its transmission to the Commission

- e. The preparation of an annual return and its transmission to the Commission
- 25.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- 25.3 The Trustees must comply with their obligations under section 22 Education Act 1994 with regards to:
 - a. The preparation of an annual financial report. The report must contain a list of the external organisations to which the Union has made donations or is affiliated to. This report must be transmitted to the members and the Governing Body of Bath Spa University.
 - b. Ensure that the annual budget is agreed by Governing Body of Bath Spa University and that they receive an annual report of the actual final expenditure of the previous year.
 - c. Ensure that the annual budget is received by General Meeting of the Union along with an annual report of the actual final expenditure of the previous year.
 - d. The preparation of an annual financial report and its transmission to the members.

26. Affiliations to External Organisations

In accordance with Section 22 Education Act 1994:

- 26.1 The Trustees may affiliate to any other charity, associations or institutions that forward the Objectives of the Union.
- 26.2 The Trustees must give notice to the membership and the Governing Body of Bath Spa University of any decision to affiliate to an external; organisation. This notice of decision should state:
 - a. Name of external organisation to affiliate to
 - b. Details of any subscriptions or fee paid or donation made to such organisation
- 26.3 The Trustees must as part of the annual report bring to the attention of the membership and the Governing Body of Bath Spa University, a list of all affiliations.
- 26.4 The General Meeting must review all affiliations on an interval of no more than a yearly basis.
- 26.5 A requisition may be made by 60 members that the question of affiliation to any particular organisation be decided upon by a secret ballot in which all the ordinary members are entitled to vote.

27. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Union's entry on the Central Register of Charities.

28. Property

- 28.1 The Trustees must ensure the title to:
 - a. All land held by or in trust for the Union that is not vested in the Official Custodian of Charities; and
 - b. All investments held by or on behalf of the Charity

Is vested either in a corporation entitled to act as custodian Trustee or if not less than three individuals appointed by them as holding Trustees.
- 28.2 The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Union.
- 28.3 The Trustees may remove the holding Trustees at any time.

29. Notices

- 29.1 Any notice required by this Constitution to be given to any person must be:
 - a. In writing; or
 - b. Given using electronic communications or
 - c. Via the Union media that is accessible to all of the membership as well as the general public
- 29.2 The Union may give any notice to a member either:
 - a. Personally; or
 - b. By sending it by post, addressed to the member; or
 - c. By sending it using electronic communication to the member's address; or
 - d. Publishing the notice in Union media accessible to all of the membership

- 29.3 A member who does not register an up-to-date e-mail and postal address with the Union or who registers only a postal address that is not in the United Kingdom shall not be entitled to receive any notice from the Union.
- 29.4 A member present in person at any meeting of the Union shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 29.5
- a. Proof that communication was correctly posted or sent electronically or that notice was published in all Union media accessible to the membership, shall be conclusive evidence that the notice was given.
 - b. A notice shall be deemed to be given 48 hours after the date on which it was sent or published.

30. Complaints Procedure

- 30.1 In accordance with Section 22 Education Act 1994, there shall be a complaints procedure available to all members or groups of members.
- 30.2 The complaints procedure must provide for an independent person appointed by the Governing Body of Bath Spa University.
- 30.3 Complaints should be dealt with promptly and fairly and there should be an effective remedy.

31. Allocation of resources to Groups or Clubs

In accordance with Section 22 Education Act 1994, the Trustee must ensure:

- 31.1 That there is a fair procedure for the allocation of funds to clubs or groups under the Union.
- 31.2 That the procedure is written down and freely accessible to all members.

In accordance with Charity Law, the Trustees must ensure:

- 31.3 That all budgets and expenditure is approved in accordance with Union procedures.

32. Rules

- 32.1 The Trustees may from time to time make rules or bye-laws for the conduct of their business.
- 32.2 The bye-laws may regulate the following matters but are not restricted to them:
- a. The administration of members of the Union and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members.
 - b. The conduct of members of the Union in relation to one another, and to the Union's employees and volunteers.
 - c. The setting aside of the whole or part or parts of the Union's premises at any particular time or times or for any particular purpose or purposes.
 - d. The procedure at General Meeting and meetings of the Trustees in so far as such procedure is not regulated by the Constitution.
 - e. The keeping and authenticating of records.
 - f. Generally, all such matters as are commonly the subject matter of the rules of any unincorporated association.
- 32.3 The Union in General Meeting has the power to alter, add to or repeal the rules or bye-laws.
- 32.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the members of the Union. As a minimum all rules and bye-laws must be published on an area of the Union website accessible by the membership.
- 32.5 Hard copies of all rules and bye-laws must be made available to members on request.
- 32.6 The rules or bye-laws shall be binding on all members of the Union. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.
- 32.7 Bye-laws shall remain enforceable until such time as they are amended or withdrawn by the trustees, unless they are otherwise dated on their introduction.
- 32.8 All Bye-laws must be reviewed by the Trustees at least every two years.

33. Interpretation of the Constitution.

- 33.1 The Trustees shall be responsible for the interpretation of and ensuring the implementation and enforcement of this Constitution and bye-laws.
- 33.2 In the event of a challenge to the Trustee's ruling, following legal advice, the decision shall be taken to a General Meeting.
- 33.3 In the event of a continued challenge to the interpretation of any part of the Constitution and bye-laws, the ruling of the Governing Body of Bath Spa University shall be sought.