



## CONSTITUTION

of

**Winchester Student Union**  
**(An Unincorporated Association)**

**Signed:**

A handwritten signature in black ink, appearing to be 'HAB' or similar, written over a horizontal line.

**Date:** 20/12/21

**Capacity:** President & Chair of Trustees

## Table of Contents and Comments

|  |                |
|--|----------------|
| <b>Name, Objects and Powers</b>  | <b>Page 4</b>  |
| This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the constitution can be amended. |                |
| <b>Membership</b>  | <b>Page 10</b> |
| This section describes who the members of the students' union are  |                |
| <b>Referenda</b>   | <b>Page 11</b> |
| This section describes how referendum may be called  |                |
| <b>General Meetings</b>  | <b>Page 12</b> |
| This section described how general meetings are called and what business will take place within them.  |                |
| <b>Trustees</b>  | <b>Page 14</b> |
| This section describes who the trustees are, how they are appointed, how they can be removed and their powers.   |                |
| <b>The Executive Committee</b>   | <b>Page 21</b> |
| This section describes who the Executive Committee are, how they are appointed, how they can be removed and their powers.  |                |
| <b>Proceedings of the Trustees</b>   | <b>Page 21</b> |
| This section lays out how trustee meetings will be called and run and how trustees can make decisions.   |                |
| <b>Student Senate</b>  | <b>Page 24</b> |
| This section deals with the powers and responsibilities of Student Senate.   |                |
| <b>General</b>   | <b>Page 25</b> |
| This section deals with miscellaneous questions and a table of definitions and interpretations.  |                |

# Constitution

of

Winchester Student Union

## BACKGROUND

- A. Winchester Student 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. This Constitution has 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, *University of Winchester* 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 ***University of Winchester*** 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.

## Definitions and Interpretation

- 1. The meanings of any defined terms used in this Constitution are set out in Clause [107]. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the President or by the board in the event of a conflict of interest. In any

instance, any such interpretations will be recorded and reported to the board of trustees.

## **Name**

2. There shall be a students' union in the name of Winchester Student Union (and in this Constitution it is called "the Union").

## **Objects**

3. The Union's objects are the advancement of education of Students at University of Winchester for the public benefit by:
  - 3.1 promoting the interests and welfare of Students at University of Winchester during their course of study and representing, supporting and advising Students;
  - 3.2 being the recognised representative channel between Students and University of Winchester and any other external bodies; and
  - 3.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

## **Powers**

4. To further its objects, but not to further any other purpose, the Union may:
  - 4.1 provide services and facilities for Members;
  - 4.2 establish, support, promote and operate a network of student activities for Members;
  - 4.3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
  - 4.4 alone or with other organisations:
    - 4.4.1 carry out campaigning activities;
    - 4.4.2 seek to influence public opinion; and
    - 4.4.3 make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such

activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 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;
- 4.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 4.13 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;
- 4.14 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.15 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.16 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);
- 4.17 make grants or loans of money and give guarantees;
- 4.18 set aside funds for special purposes or as reserves against future expenditure;

- 4.19 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.20 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - 4.20.1 the investment policy is set down in writing for the financial expert by the Trustees;
  - 4.20.2 every transaction is reported promptly to the Trustees;
  - 4.20.3 the performance of the investment is reviewed regularly by the Trustees;
  - 4.20.4 the Trustees are entitled to cancel the delegation at any time;
  - 4.20.5 the investment policy and the delegation arrangements are reviewed at least once a year;
  - 4.20.6 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
  - 4.20.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.21 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;
- 4.22 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;
- 4.23 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;
- 4.24 trade in the course of carrying out any of its objects;
- 4.25 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.26 subject to Clause [5] (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 4.27 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;

- 4.28 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:

4.28.1 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);

4.28.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or

4.28.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and

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

## **5. Limitation on private benefits**

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

- 5.2 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:

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

5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause [5.3] shall apply;

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

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

5.3 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:

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

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

5.3.3 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 Clause 5.3.3(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 Clause [91] (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 Clause [91] (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- (e) subject to Clause [5.5], 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;

- 5.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
  - 5.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
  - 5.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause [4.28];
  - 5.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause [105]; and
  - 5.3.8 any payments authorised in writing by the Charity Commission.
- 5.4 For any transaction authorised by Clause 5.3, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Clause 5.3 have been complied with.
- 5.5 Where a vacancy arises on the Board of Trustees with the result that Clause 5.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Clause 5.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## **Incorporation**

6. The Members at a general meeting or by Referendum may authorise the Trustees to transfer the assets and liabilities of the Union to a limited liability entity established for exclusively charitable purposes with the same or similar objects, and to dissolve the Union at any time following the transfer if it is considered appropriate to do so.

## **Dissolution**

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

## **Amendments to the Constitution**

8. The Trustees and University of Winchester shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
  9. No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.
  10. Clause [3] (Objects) and Clause [5] (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.
  11. Save where the amendment to the Constitution is a consequential amendment due to a change in the Bye-Laws (for example, the number or heading names of Clauses), or if such amendment is in conflict with the Education act 1994, the Constitution may be amended by:
    - 11.1 a resolution of the Members passed at a general meeting by at least 66% of those present and voting; or
    - 11.2 a resolution passed by a 66% majority of the Members voting in a Referendum provided that at least 600 Members cast a vote in the Referendum
- provided University of Winchester approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

## **Membership**

### **Members**

12. The Members of the Union shall be as follows:
  - 12.1 each and every Student who has not opted out by notifying the Union of his or her wish not to be a Member of the Union; and
  - 12.2 the Officer Trustees of the Union.
13. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:
  - 13.1 he or she ceases to be a Student;
  - 13.2 he or she ceases to be an Officer Trustee;

- 13.3 he or she opts out of membership by giving written notice to the Union in accordance with the Bye-Laws; or
- 13.4 in the case of Members other than the Officer Trustees, a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.
14. Members' details shall be entered in a register of Members; such a register is to be derived from University of Winchester enrolment data
15. Members of the Union shall be entitled to the benefits set out in the Code of Practice.

### **Associate Members**

16. The Trustees may elect to and remove from associate membership of the Union such persons as they consider to be fit. The Trustees shall determine the form of application for associate membership, and associate membership shall be subject to such rights and obligations as the Trustees consider appropriate.
17. Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

### **Referenda**

18. A Referendum may be called on any issue by:
  - 18.1 a resolution of the Trustees;
  - 18.2 a majority vote of the Student Senate; or
  - 18.3 a Secure Petition signed by at least 200 Members.
19. Subject to Clause [11.2], a resolution may only be passed by Referendum if at least 600 Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
20. Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.

21. Subject to Clause [63], the Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set either by the Members in general meeting or by the Student Senate.

## **General Meetings**

### **Annual General Meeting**

22. The Union shall hold an annual general meeting once in each calendar year. Not more than 18 months shall pass between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.

### **Other General Meetings**

23. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 200 Members having the right to attend and vote at general meetings.

### **Location of Meetings**

24. Annual and 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.

### **Length of Notice**

25. A general meeting shall be called by at least 14 clear days' written notice.

### **Contents of Notice**

26. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:
- 26.1 ratification of minutes of previous AGM;
  - 26.2 receiving the report of the Trustees, via the Officer trustees, on the Union's activities since the previous AGM;
  - 26.3 receiving the accounts of the Union for the previous financial year;
  - 26.4 appointment of the auditors;

26.5 approving the list of affiliations of the Union; and

26.6 open questions to the Trustees by the Members.

### **Service of Notice**

27. Notice of general meetings shall be given to every Member and to the Trustees of the Union.

### **Quorum**

28. No business shall be transacted at any general meeting unless a quorum is present. 90 persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.

29. If such 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 the Members present shall be a quorum.

### **Chair**

30. The chair of Student Senate or in his or her absence the Deputy Chair shall preside as chair of the meeting. In the absence of the chair of Student Senate and the Deputy Chair, the Members present and entitled to vote shall choose one of their number to be chair.

### **Attendance**

31. A Trustee may, even if not a Member, attend and speak at any general meeting.

### **Adjournment**

32. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

## **Votes of Members at General Meetings**

- 33. Every Member has the right to attend general meetings and the right to vote. A resolution put to the vote of a general meeting shall be decided on a show of hands, and every Member shall have one vote.
- 34. Every resolution put to the vote of a general meeting shall be decided by a simple majority of the votes cast unless this Constitution provides otherwise.

## **Trustees**

### **Appointment of Trustees**

- 35. The Trustees shall be made up of the following persons:
  - 35.1 not more than 3 Officer Trustees, elected in accordance with Clause [36];
  - 35.2 not more than 3 Student Trustees, elected in accordance with Clause [41];
  - 35.3 not more than 2 Alumni Trustees, appointed in accordance with Clause [45]; and
  - 35.4 not more than 2 External Trustees, appointed in accordance with Clause [48].]

### **Officer Trustees**

- 36. 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.
- 37. 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.

38. 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.
39. The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
40. 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 this Constitution. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

### **Student Trustees**

41. Subject to Clause [42] below, up to 3 Student Trustees shall be elected by the Student Senate from such persons as have been nominated by the Appointments Committee, provided that the election of each Student Trustee is ratified by a 66% majority vote of the Student Senate. For the avoidance of doubt, such election shall not take effect until it has been ratified by the Student Senate.
42. Each Student Trustee must be a Student at the time of his or her election (and shall continue to be a Student for the duration of his or her term as a Student Trustee); and must not already serve as a part time executive committee member
43. 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.
44. A Student Trustee may serve a maximum of two consecutive terms.

### **Alumni Trustees**

45. Up to 2 Alumni Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Alumni Trustee is ratified by a 66% majority vote of the Student Senate. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Senate.
46. Unless their appointment is terminated in accordance with Clauses [51] to [55], Alumni Trustees shall remain in office for a term of up to 4 years commencing in accordance with the Bye-Laws.

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

### **External Trustees**

48. Up to 2 External Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a 66% majority vote of the Student Senate. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Senate.
49. Unless their appointment is terminated in accordance with Clauses [51] to [55], External Trustees shall remain in office for a term of up to 4 years commencing in accordance with the Bye-Laws.
50. External Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive.

### **Disqualification, Resignation and Removal of Trustees**

51. The office of a Trustee shall be vacated if:
- 51.1 he or she becomes prohibited by law from being a charity trustee;
  - 51.2 in the case of an Officer Trustee, he or she ceases to be an employee of the Union;
  - 51.3 in the case of a Student Trustee, he or she ceases to be a Student or is elected to serve as a part time executive officer;
  - 51.4 he or she resigns by notice to the Union (but only if at least 3 Trustees will remain in office when the notice of resignation is to take effect);
  - 51.5 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;
  - 51.6 he or she fails to attend three 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
  - 51.7 he or she is removed from office under Clauses [52] to [55].

### **Removal of Trustees by the Members or the Student Senate**

52. The office of a Trustee shall be vacated if:
- 52.1 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 200 Members; or

- 52.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Student Senate.

### **Removal of Trustees by the Board**

53. The office of Alumni Trustee or 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 Clause [84].

### **Rights of Removed Trustee**

54. A resolution to remove a Trustee in accordance with Clause [53] 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 making written representations to the Trustees.
55. A Trustee removed from office in accordance with Clause [53] shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of a nominee of University of Winchester, one independent person and a General Manager/general manager and officer of another students' union. The independent person shall be a Member who is not a Trustee or a member of the Student Senate. 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.

### **Replacement of Trustees**

56. If an Officer Trustee resigns, is disqualified or 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.
57. If an Officer Trustee resigns, is disqualified or 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

Clause may be required to assume the responsibilities of the Officer Trustee.

58. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause [41].
59. If an Alumni Trustee or an External Trustee resigns, is disqualified or removed from office, an Alumni Trustee or an External Trustee (as appropriate) shall be appointed to the vacancy in accordance with Clause [45] or [48] respectively.

### **Powers of the Trustees**

60. The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
61. No alteration of this Constitution or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
62. The Board's powers under Clause [60] shall include but not be limited to responsibility for:
  - 62.1 the governance of the Union;
  - 62.2 the budget of the Union; and
  - 62.3 the strategy of the Union.
63. The Board of Trustees may override any decision and Policy made by the Members in general meeting or Referendum or by the Student Senate which the Trustees consider (in their absolute discretion):
  - 63.1 has or may have financial implications for the Union;
  - 63.2 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);
  - 63.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
  - 63.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause [62].

- 64. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause [84], the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
- 65. 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:
  - 65.1 was not properly appointed;
  - 65.2 was disqualified from holding office;
  - 65.3 had vacated office; or
  - 65.4 was not entitled to vote.

#### **Delegation of Trustees' powers**

- 66. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.
- 67. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with the conditions set out in this Constitution; where such delegation does not mitigate trustee responsibility

#### **Delegation to committees**

- 68. In the case of delegation to committees:
  - 68.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
  - 68.2 subject to Clause [71], 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;
  - 68.3 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 forthwith to the Trustees and for that purpose every committee shall appoint a secretary;

- 68.4 all delegations under this Clause shall be revocable at any time; and
- 68.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- 69. The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses [67] and [68]:
  - 69.1 Executive Committee (as further described in Clause [73]);
  - 69.2 Appointments Committee;
  - 69.3 Health & Safety Committee; and
  - 69.4 Finance and HR Committee.

#### **Delegation of day-to-day management powers to General Manager**

- 70. In the case of delegation of the day-to-day management of the Union to the General Manager:
  - 70.1 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;
  - 70.2 the Trustees shall provide the General Manager with a description of his or her role and the extent of his or her authority;
  - 70.3 the General Manager 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
  - 70.4 the Trustees shall provide the General Manager with a performance management structure to aid his or her work plan and development.

#### **Bank Account**

- 71. For the avoidance of doubt, the Trustees may (in accordance with Clauses [67] and [68]) delegate all financial matters to any committee provided that any such committee operates within its terms of reference. 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.

### **Proceedings of Committees**

72. The meetings and proceedings of any committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any Bye-Laws made by the Trustees and the Student Senate.

### **The Executive Committee**

73. Unless the Trustees determine otherwise, the Executive Committee shall include:
- 73.1 the Officer Trustees; and
- 73.2 the Part-Time Officers
74. The Executive Committee shall meet in accordance with the Bye-Laws. The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Clause [60] 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.
75. The General Manager and the Union's senior management team may attend meetings of the Executive Committee at the request of the Executive Committee.

### **Bye-Laws**

76. The Trustees and the Student Senate 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 this Constitution.

### **Proceedings of Trustees**

77. Subject to the provisions of this Constitution and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.

### **Trustees' meetings**

78. The Trustees shall hold a minimum of 4 meetings in any Academic Year.
79. Trustees may, and the General Manager at the request of Trustees shall, call a meeting of the Trustees.
80. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

### **Length of notice**

81. A Trustees' meeting shall be called by at least 7 clear days' notice unless either:
  - 81.1 all the Trustees agree to shorter notice; or
  - 81.2 urgent circumstances require shorter notice.

### **Contents of notice**

82. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

### **Service of notice**

83. Notice of Trustees' meetings shall be sent to each Trustee by post or by electronic communication.

### **Quorum**

84. The quorum for Trustees' meetings shall be 3 and such quorum must include at least 1 Officer Trustee & 1 Student Trustee. 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 3.

### **Chair and Deputy Chair**

85. The President shall be the Chair of the Trustees.
86. The Trustees shall appoint a Trustee to be Deputy Chair of the Board of Trustees and may at any time remove him or her from the office of Deputy Chair. The role of the Deputy Chair will be to support the Chair.
87. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

### **Decision making by Trustees at meetings**

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

### **Virtual meetings**

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

### **Majority decisions without Trustees' meeting**

90. The Trustees may, in the circumstances outlined in this Clause, make a [simple/two thirds] majority decision without holding a Trustees' meeting.

90.1 If:

90.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

90.1.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

90.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other and have agreed upon an appropriate method of recording such ; and

90.1.4 a [simple/two thirds] majority of the Trustees vote in favour of a particular decision on that matter

a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

- 90.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Clause:

90.2.1 may be in different places, and may participate at different times; and

90.2.2 may communicate with each other by any means.

- 90.3 No decision shall be taken by the Trustees in accordance with this Clause unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Clause shall be the same as the quorum for Trustees' meetings as set out in Clause [84].

- 90.4 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Clause. The process shall include:
- 90.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
  - 90.4.2 the nomination of a person to whom all Trustees' votes must be communicated;
  - 90.4.3 if a majority of the Trustees votes in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date on which the vote is cast to bring the number of Trustees voting in favour into the required majority; and
  - 90.4.4 the nominated person must prepare a minute of the decision in accordance with Article [97].
- 90.5 In the case of an equality of votes in any decision-making process in accordance with this Clause, the chair shall be entitled to a casting vote in addition to any other vote he or she may have but this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

### **Conflicts of Interest**

91. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause [90] and a Trustee has a Personal Interest in respect of that matter then he or she must:
- 91.1 declare his or her interest to the Trustees;
  - 91.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 91.3 not be counted in the quorum for that part of the meeting or decision-making process; and
  - 91.4 withdraw during the vote and have no vote on the matter.
92. If any question arises as to whether a Trustee has a Personal Interest, the question shall be decided by a majority decision of the other Trustees.

93. In particular, Clause [91] shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.

### **Student Senate**

94. The Student Senate shall have the authority to:
- 94.1 represent the voice of the Students;
  - 94.2 subject to Clause [63], set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);
  - 94.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Clause [76];
  - 94.4 receive a quarterly report from the Trustees; and
95. The composition and proceedings of the Student Senate shall be set out in the Bye-Laws. No Member may hold more than one seat on the Student Senate at any one time.

## **General**

### **Irregularities**

96. The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or by reason of any business being considered which is not specified in the notice.

### **Minutes**

97. The Trustees shall keep minutes of:
- 97.1 all proceedings at general meetings of the Union and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and
  - 97.2 all resolutions of the Members and of the Trustees

and any such minute, if purported to be signed 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 or the resolution.

98. The minutes of the meetings referred to in Clause [97] 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.

### **Accounts and Reports**

99. The Trustees shall comply with the requirements of the Education Act and the Charities Act as to keeping financial records, the audit or examinations of accounts.
100. The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause [99].

### **Notices**

101. Subject to Clause [102], any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Trustees need not be in writing. Any such notice shall be pursuant to clause 82.
102. The Union may give any notice to a Member either:
- 102.1 personally;
  - 102.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;
  - 102.3 by leaving it at the address of the Member;
  - 102.4 by electronic communication to the Member's address; or
  - 102.5 by posting it on the Union's website or other official digital channels.
103. A Member present 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.
104. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union's website at the expiration of 48 hours after it was posted.

## **Indemnity**

105. 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.

## **Trustees' Indemnity Insurance**

106. The Trustees shall have power to resolve pursuant to Clause [4.28] to effect trustees' indemnity insurance, despite their interest in such policy.

## **Definitions and Interpretations**

107. In this Constitution, the following terms shall have the following meanings:

|       | <b>Term</b>      | <b>Meaning</b>  |
|-------|------------------|---|
| 107.1 | "Academic Year"  | the period between September in one Year to May in the next Year determined by the Union as the period during which Students are required to be registered with University of Winchester. Each Academic Year is for the time being divided into two semesters;  |
| 107.2 | "Alumni Trustee" | a Trustee appointed in accordance with Clause [45] who must have graduated from University of Winchester for a period of at least five years and 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; |

|        |                                |   |
|--------|--------------------------------|---|
| 107.3  | "Appointments Committee"       | the committee set up in accordance with the Bye-Laws that will include the President, the General Manager, an Officer Trustee, and a person nominated by University of Winchester;  |
| 107.4  | "Board of Trustees" or "Board" | the board of Trustees of the Union;   |
| 107.5  | "Bye-Laws"                     | the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause [76];  |
| 107.6  | "Chair"                        | the chair of the Board of Trustees, who shall be the President of the Union in accordance with Clause [85];   |
| 107.7  | "General Manager"              | the General Manager of the union who is appointed by the Board of Trustees;   |
| 107.8  | "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;   |
| 107.9  | "Code of Practice"             | the code of practice relating to University of Winchester's obligations under Section 22 of the Education Act;  |
| 107.10 | "Connected Person"             | any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or |

|        |                           |   |
|--------|---------------------------|---|
|        |                           | (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;  |
| 107.11 | "Constitution"            | this constitution of the Union;   |
| 107.12 | "Deputy Chair"            | the deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause [86];   |
| 107.13 | "Education Act"           | the Education Act 1994;   |
| 107.14 | "the Executive Committee" | means the Officer Trustees and the Part-Time Officers;  |
| 107.15 | "External Trustee"        | a Trustee appointed in accordance with Clause [48] 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; |
| 107.16 | "in writing"              | means written, printed or transmitted writing including by electronic communication;  |
| 107.17 | "Members"                 | members of the Union being Students at University of Winchester as further defined in Clause [12.1] and the Officer Trustees;   |
| 107.18 | "NUS"                     | National Union of Students;   |
| 107.19 | "Office"                  | the head office of the Union;   |
| 107.20 | "Officer Trustee"         | a Trustee elected in accordance with Clause [36];   |
| 107.21 | "Part-Time Officers"      | the Members elected to be officers of the Union while continuing their studies at University of Winchester;   |
| 107.22 | "Personal Interest"       | a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club  |

|        |                   |  |
|--------|-------------------|--|
|        |                   | or society);   |
| 107.23 | "Policy"          | representative and campaigning policy set by Referenda or the Student Senate in accordance with Clauses [18] to [21] and Clause [94.2] respectively;   |
| 107.24 | "President"       | the president of the Union, as elected by the Members in accordance with the Bye-Laws;   |
| 107.25 | "RAG"             | the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;   |
| 107.26 | "Referendum"      | a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;   |
| 107.27 | "Secure Petition" | a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;  |
| 107.28 | "Student"         | any individual who is formally registered for an approved programme of study provided by University of Winchester. For the avoidance of doubt, University of Winchester shall determine whether or not an individual has student status; |
| 107.29 | "Student Senate"  | the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Union;  |
| 107.30 | "Student Trustee" | a Trustee elected in accordance with Clause [41] who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder;   |

|        |                            |  |
|--------|----------------------------|--|
| 107.31 | "Trustee" and "Trustees"   | the Officer Trustees, the Student Trustees, the Alumni Trustees and the External Trustees; |
| 107.32 | "Union"                    | Winchester Student Union; and  |
| 107.33 | "University of Winchester" | University of Winchester, incorporated by Act of Parliament in June 2005.                  |

108. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
109. Any reference to a statute, statutory provision or subordinate legislation ("legislation") shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.