

CONSTITUTION  
OF THE  
UNION OF UEA STUDENTS



(AN UNINCORPORATED ASSOCIATION)  
(REG CHARITY NO. 1139778)

AS APPROVED UNDER DELEGATED AUTHORITY MAY 2013

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## CONSTITUTION OF THE UNION OF UEA STUDENTS

### BACKGROUND

- A. The Union of UEA Students (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, the University of East Anglia 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 the University of East Anglia 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 100. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

### Name

2. There shall be a students' union known as the Union of UEA Students (and in this Constitution it is called "the Union").

### Objects

3. The Union's objects are the advancement of education of Students at the University of East Anglia London for the public benefit by:

- 3.1 promoting the interests and welfare of Students at the University of East Anglia during their course of study and representing, supporting and advising Students;
- 3.2 being the recognised representative channel between Students and the University of East Anglia 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. alone or with other organisations:
  - 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 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 4.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 4.15 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);
- 4.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.18 make grants or loans of money and give guarantees;
- 4.19 set aside funds for special purposes or as reserves against future expenditure;
- 4.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:

- 4.21.1 the investment policy is set down in writing for the financial expert by the Trustees;
- 4.21.2 every transaction is reported promptly to the Trustees;
- 4.21.3 the performance of the investment is reviewed regularly by the Trustees;
- 4.21.4 the Trustees are entitled to cancel the delegation at any time;
- 4.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;
- 4.21.6 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
- 4.21.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 4.25 trade in the course of carrying out any of its objects;
- 4.26 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.27 subject to Clause 5 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 4.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 4.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:

- 4.29.1 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);
- 4.29.2 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
- 4.29.3 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

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

#### **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 Full-time Student Officer 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 Full-time Student Officers 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 Clauses 82 to 84 (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 Clauses 82 to 84 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
  - (e) subject to Clause 5.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
  - (f) at all times the provisions of the Education Act are complied with;
- 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 4.29;
- 5.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 99 and
- 5.3.8 any payments authorised in writing by the Charity Commission.
- 5.4 In Clauses 5.2 and 5.3, references to the Union shall be read as references to the Union and/or any Subsidiary Company.
- 5.5 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.

- 5.6 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 Full-time Officers 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 quorate meeting of Union Council 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 Trustees of the Union at or before the time of winding up or dissolution.

### **Amendments to the Constitution**

8. The Trustees and the University of East Anglia 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. The Constitution may be amended, subject to the approval of the Trustees, by:
- 11.1 a resolution of the ordinary members passed at a quorate meeting of Union Council by at least two-thirds of those present and voting; or
- 11.2 a resolution passed by a two-thirds majority of the ordinary members voting in a Referendum provided that at least one thirtieth of the ordinary members cast a vote in the Referendum
- 11.3 provided the University of East Anglia approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

## Membership

12. All registered students of the University of East Anglia shall be Ordinary Members unless they inform the Chief Executive of the Union, in writing, that they wish to opt out of ordinary membership of the Union. A student may reverse their decision to opt out not more than once in any academic year. The elected Full-time Student Officers, for the time being, shall be Ordinary Members.
13. The Union shall admit all registered students who have opted out of ordinary membership of the Union to Associate Membership without the payment of a fee. The Trustees may admit to Associate Membership persons who are not students of the University, until the end of the current academic year on the grounds of providing a benefit to the Union of UEA Students. For the avoidance of doubt, the Trustees may consider the membership fee alone to be of requisite benefit to grant Associate Membership.
14. All former Ordinary Members are eligible to become Life Members subject to approval by the Trustees.
15. Union Council may grant Honorary Life Membership or Honorary Associate Membership as it deems fit, excepting the provisions in Clauses 16-18.
16. All current staff and all future staff shall hold Honorary Associate Membership of the Union for the duration of their employment, with the exception of student staff who shall retain ordinary membership.
17. All Officers and Trustees, upon completion of their term of office, shall be given Honorary Life Membership of the Union, provided they have not been removed from their position, or that they are still entitled to ordinary membership (in the case of Student Trustees, Student Officer Trustees and Part-time Officers). In the case of resignation, Honorary Life Membership shall be granted automatically to those who have held that office for a period of one year or more. For periods less than one year, Honorary Life Membership of the outgoing Officer/Trustee shall be automatically placed on Union Council's agenda for discussion.
18. All staff, upon finishing their employment, shall be given Honorary Life Membership of the Union, provided they have not been dismissed from their post and that they have worked for the Union for a period of one year continuously. Those members who are student staff, who work for the Union for a period of one year, finish their employment and continue with their studies (such that they continue to be ordinary members) shall be given Honorary Life Membership automatically upon graduation.
19. That Union Council reserves the right to withdraw Honorary Life Membership following a majority vote in Union Council.
20. Union Council shall have the right to make reciprocal agreements with

other student bodies, whose members shall become Reciprocal Members. Reciprocal Members shall have the same privileges as Honorary Associate Members.

21. Union Council shall determine the Life Membership Fee. The annual subscription to be charged to Associate Members shall be determined in accordance with the Bye-Laws.

### **Privileges of Membership**

22. The following are rights which membership of the Union confers subject as hereinafter provided:
  - 22.1 To have access to, and use of, all facilities obtained by the Union for its members.
  - 22.2 To attend General Meetings and other meetings of the Union, subject to Standing Orders regulating behaviour and procedure at such meetings.
  - 22.3 To become members of any or all clubs, societies and peer support groups of the Union.
  - 22.4 To represent a club, society or peer support group in a competition, if selected.
  - 22.5 To hold office of a club, society or peer support group.
  - 22.6 To vote at General Meetings of the Union, in Referenda and in all elections subject to the definition of the relevant constituency.
  - 22.7 To nominate for, stand for and hold office as a Student Officer, on Union Council and all other bodies as designated by Union Council.
  - 22.8 To hold an NUS card, stand in an NUS election and/or participate in the NUS on behalf of the Union of UEA Students.
23. Members' eligibility to privileges are as follows:
  - 23.1 Ordinary members have all the privileges of the Union.
  - 23.2 Associate members, Life members, Honorary Associate members, Honorary Life members and Reciprocal members shall have privileges 22.1 and 22.3.
24. The Trustee Board may suspend all, any or any part of the rights of a member for what appears, in its discretion, to be good and sufficient cause subject to an appeal in accordance with the Bye-Laws.
25. The rights of members are subject to the General Regulations of the University and may not be interpreted so as to conflict with the General Regulations. The statutory duties of officers and committees of the Union and any requirements of the University's Code of Practice relating to

Students' Unions shall take precedence over the rights of members.

## **Trustees**

### **Appointment of Trustees**

26. The Trustees shall be made up of the following persons such that quorum as outlined in clause 75 may be met:
  - 26.1 not more than 4 Full-time Student Officers, elected in accordance with Clause 27
  - 26.2 not more than 2 Part-time Student Officers, elected in accordance with Clause 28;
  - 26.3 not more than 4 Student Trustees, appointed in accordance with Clause 33 and
  - 26.4 not more than 4 External Trustees, appointed in accordance with Clause 39.

### **Officer Trustees**

27. Up to four Full-time Student Officers shall be elected by secret ballot by the ordinary members of the Union at an election to be held in accordance with the Bye-Laws. All elected Full-time Student Officers shall be Trustees.
28. Up to two Part-time Student Officers shall be elected as Officer Trustees by and from the Part-time Student Officers. These Part-time Student Officers shall first be elected in accordance with election rules outlined by the Bye-Laws. These appointments are effective immediately, but Part-time Student Officers shall cease to hold the office of Officer Trustee if their appointment is not ratified by a simple majority of the subsequent meeting of Union Council. In such a case, those Part-time Student Officers shall elect a different Student Officer from their number to the Trustee Board. This and all subsequent appointments shall also require ratification by Union Council.
29. 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, a Full-time Student Officer may be re-elected for a maximum further term of one year by the ordinary members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Full-time Student Officer's terms of office may be either consecutive or non-consecutive.
30. Each Full-time Student Officer must be a Student or a Full-time Student Officer at the time of their election. A Full-time Student Officer shall become an ordinary member of the Union on commencement of their

appointment or re-appointment as a Full-time Student Officer. Such membership shall cease when the Full-time Student Officer ceases to be a Full-time Student Officer.

31. The Officer Trustees (both Full-time and Part-time) shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
32. At the same time as commencing the term of office as a Trustee, the Full-time Student Officer will enter into a contract of employment with the Union. The duties and method of remuneration of each Full-time Student Officer shall be as set out in Bye-Laws.

### **Student Trustees**

33. Subject to Clause 34 below, up to four Student Trustees shall be elected by the Union Council.
34. Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Student Trustee).
35. Student Trustees shall remain in office for a term of one year.
36. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
37. A Student Trustee may serve a maximum of two consecutive terms as a Student Trustee. This does not rule them out for serving as an Officer Trustee or an External Trustee at a later date.
38. A Student Trustee may not, for the time being, be a member of Union Council, lead a side of a Referendum campaign or be a member of the Student Officer Committee.

### **External Trustees**

39. Up to four External Trustees shall be appointed by a simple majority vote of the Nominations Committee provided that the appointment of each External Trustee is ratified by a simple majority vote of the Trustee Board. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Trustee Board.
40. Unless their appointment is terminated in accordance with Clauses 42 to 45, External Trustees shall remain in office for a term of up to two years.
41. External Trustees may serve a maximum of four terms which may either be consecutive or non-consecutive.

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

42. The office of a Trustee shall be vacated if:
- 42.1 they become prohibited by law from being a charity trustee;
  - 42.2 in the case of an Officer Trustee, they cease to be a Student Officer of the Union;
  - 42.3 in the case of a Student Trustee, they cease to be a Student;
  - 42.4 they resign by notice to the Union;
  - 42.5 the Trustees reasonably believe they are suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that they be removed from office;
  - 42.6 they fail 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 they be removed for this reason; or
  - 42.7 they are removed from office under Clauses 43, 44.

#### **Removal of Trustees by the Union Council**

43. The office of a Trustee shall be vacated if:
- 43.1 a motion of no confidence in the Trustee is passed by a 75% majority in a vote of the Union Council; or
  - 43.2 the Trustee is removed from their office as a Student Officer under Clauses 62 to 66. (in the case of Officer Trustees)

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

44. The office of External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause 75.

#### **Rights of Removed Trustee**

45. A resolution to remove a Trustee in accordance with Clause 44 shall not be passed unless the Trustee concerned has been given at least 7 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.

#### **Replacement of Trustees**

46. If a Full-time Student Officer ceases to hold office their successor shall have Full-time status provided that they take up office within a period of one month from the beginning of the first semester of the academic year. Whether or not the position is Full-time or Part-time, the post-holder shall be a member of the Trustee Board for the time being.
47. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy, in accordance with Clause 33, and will hold office immediately upon election.
48. If an External Trustee resigns, is disqualified or removed from office, an External Trustee shall be appointed to the vacancy in accordance with Clause 39.

### **Powers of the Trustees**

49. 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.
50. 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.
51. The Board's powers under Clause 49 shall include but not be limited to responsibility for:
  - 51.1 the governance of the Union;
  - 51.2 the budget of the Union;
  - 51.3 the strategy of the Union; and
  - 51.4 monitoring the performance of the Chief Executive.
52. The Board of Trustees may override any decision and Policy made by the ordinary members in general meeting or Referendum or by the Union Council which the Trustees consider (in their absolute discretion):
  - 52.1 has or may have financial implications for the Union;
  - 52.2 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);
  - 52.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
  - 52.4 will or may otherwise affect the discharge of any or all of the responsibilities

referred to in Clause 51.

53. The Board of Trustees shall, insofar as it is possible, offer the same terms and conditions of employment to the Union's staff as those offered by the University to its staff.
54. 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 75, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
55. 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:
  - 55.1 was not properly appointed;
  - 55.2 was disqualified from holding office;
  - 55.3 had vacated office; or
  - 55.4 was not entitled to vote.

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

56. 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.
57. 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.

#### **Delegation to committees**

58. In the case of delegation to committees, subject to this Constitution and the Bye-Laws:
  - 58.1 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);
  - 58.2 subject to Clause 60, 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;
  - 58.3 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;

58.4 all delegations under this Clause shall be revocable at any time; and

58.5 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.

### **Delegation of day-to-day management powers to Chief Executive**

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

59.1 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;

59.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;

59.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and

59.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

### **Bank Account**

60. For the avoidance of doubt, the Trustees may (in accordance with Clauses 57 and 58) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

### **Proceedings of Committees**

61. The meetings and proceedings of any committee shall be governed by the provisions of the Bye-Laws.

## Dismissal/Resignation

62. The resignation of any member of any committee set out in the Bye-Laws must be given in writing to the Chief Executive who will report this to Union Council at the first opportunity.
63. In the event of a member of the Student Officer Committee ceasing to hold office the Student Officer Committee will be responsible for holding elections to appoint a replacement in line with the Bye-Laws.
64. A member of the Student Officer Committee shall cease to hold office if they are subject to a motion of no confidence, submitted by ten or more members of Union Council, passed by a 75% majority of those members of the Union Council present and voting at a quorate meeting. The Postgraduate Officer, however, may only be removed in accordance with the GSA constitution.
65. If a Full-time Student Officer ceases to hold office their successor shall have Full-time status provided that they take up office within a period of one month from the beginning of the first semester of the academic year.
66. A Union Council member shall cease to hold office if they are subject to a motion of no confidence passed by a two-thirds majority of those voting at either a quorate meeting of Union Council or in a secret ballot of their constituency requested in writing to the Chief Executive by not less than one tenth of the members of the constituency.

## **Bye-Laws**

67. The Trustees and the Union Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution. Any change to Bye-Laws must be reported to the Registrar & Secretary, who may veto any change within 5 working days of notification should they consider the change to entail significant risk in relation to the University Council's obligations under the Education Act 1994. Bye Laws do not lapse in the manner of Policy, and shall exist until jointly repealed or amended by the Trustees and the Union Council.

### **Proceedings of the Trustees**

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

### **Trustees' meetings**

69. The Trustees shall hold a minimum of four meetings in any Academic Year.
70. Two Trustees may, and the Chief Executive at the request of two Trustees shall, call a meeting of the Trustees.
71. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

### **Length of notice**

72. A Trustees' meeting shall be called by at least seven clear days' notice unless either:
- 72.1 all the Trustees agree to shorter notice; or
- 72.2 urgent circumstances require shorter notice.

### **Contents of notice**

73. 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**

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

### **Quorum**

75. The quorum for Trustees' meetings shall be half of the postholders on the Trustee Board and such quorum must include a minimum of one External Trustee and four Trustees who are ordinary members of the Union. 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 five.

### **Chair and Deputy Chair**

76. Chair of the Trustees shall be one of the Full-Time Officers and will be elected to the post of Chair under the regulations set out in the Bye-Laws.

77. The Trustees shall appoint one other Trustee as Deputy Chair of the Trustees and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.
78. 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**

79. 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 they may have.

#### **Virtual meetings**

80. 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.

#### **Trustee decisions without a meeting**

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

#### **Conflicts of Interest**

82. Whenever a matter is to be discussed or decided in accordance with Clause 81 and a Trustee has a Personal Interest in respect of that matter then they must:
- 82.1 declare their interest to the Trustees;
  - 82.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 82.3 not be counted in the quorum for that part of the meeting (or decision-making process); and
  - 82.4 withdraw during the vote and have no vote on the matter.
83. 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.
84. In particular, Clause 82 shall apply to any matter that may directly or indirectly relate to the position of a Full-Time Student Officer who is or is to

be remunerated as an employee by the Union.

### **Democratic Processes**

- 85 The composition and proceedings of the Union's Democratic Processes shall be set out in the Bye-Laws. These Bye-Laws shall include details of the composition and processes for the following:
- 85.1 Referenda;
  - 85.2 Union Council;
  - 85.3 Student Officer Committee; and
  - 85.4 Management Committee.
86. The Union's Democratic Processes shall have powers as indicated within this constitution and the Bye-Laws.
87. The Union must hold an annual general meeting (AGM) once in each calendar year. Not more than 18 months shall pass between the date of one AGM and the next. The AGM shall be held at such time and place as the Trustees think suitable to allow the maximum number of members to attend. The AGM may be a quorate meeting of either Union Council or a General Meeting, at which the Trustees present:
- 87.1 The audited accounts for the previous financial year;
  - 87.2 The budget for the current financial year for approval;
  - 87.3 A resolution to appoint auditors until the next AGM; and
  - 87.4 A list of affiliations to external organisations on behalf of the generality of students for approval.

### **Elections**

88. Student Officers will be elected to posts set out in the Bye-Laws by secret ballot in accordance with the Bye-Laws.

## **General**

### **Irregularities**

89. 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 unless specified by any law which supersedes this constitution.

### **Minutes**

90. The Trustees shall keep minutes of:
- 90.1 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
- 90.2 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.
91. The minutes of the meetings referred to in Clause 90 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. Requests for print copies of open minutes can be submitted by ordinary members to the Management Committee.

### **Accounts and Reports**

92. The Trustees shall comply with the requirements of the Education Act and the Charities Act 1993 as to keeping financial records, the audit or examinations of accounts.
93. 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 92.

### **Notices**

94. Subject to Clause 95 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.
95. The Union may give any notice to a Member either:
- 95.1 personally;

- 95.2 by sending it by post in a prepaid envelope addressed to the Member at their address;
  - 95.3 by leaving it at the address of the Member;
  - 95.4 by electronic communication to the Member's address; or
  - 95.5 by posting it on the Union's website.
96. 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.
97. 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**

98. 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 them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them 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 them in the execution and discharge of their duties or in relation thereto.

### **Trustees' Indemnity Insurance**

99. The Trustees shall have power to resolve pursuant to Clause 4.29 to effect trustees' indemnity insurance, despite their interest in such policy.

## Definitions and Interpretations

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

100.1	“Academic Year”	the period between 1 August in one Year to 31 July in the next Year determined by the Union as the period during which Students are required to be registered with the University of East Anglia. Each Academic Year is for the time being divided into two semesters;
100.2	“Nomination Committee”	the committee set up in accordance with the Bye-Laws to nominate for appointment, amongst others, the External Trustees;
100.3	“Board of Trustees” or “Board”	the board of Trustees of the Union;
100.4	“Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause 67;
100.5	“Chair”	the chair of the Board of Trustees who shall be appointed in accordance with Clause 76;
100.6	“Chief Executive”	the chief executive of the Union who is appointed by the Board of Trustees;
100.7	“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;
100.8	“Code of Practice”	the code of practice relating to the University of East Anglia’s obligations under Section 22 of the Education Act;
100.9	“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;
100.10	"Constitution"	this constitution of the Union;
100.11	"Deputy Chair"	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause 77;
100.12	"Education Act"	the Education Act 1994;
100.13	"the Student Officer Committee"	The committee encompassing all elected Student Officers as voting members and the Chief Executive as a non-voting member.
100.14	"External Trustee"	a Trustee who is not an ordinary member of the Union or a deemed ordinary member of the Union;
100.15	"Graduate Students Association"	The Graduate Students Association of the University of East Anglia;
100.16	"in writing"	means written, printed or transmitted writing including by electronic communication;
100.17	"Members"	members of the Union being Students at the University of East Anglia, as further defined in Clauses 12 to 18 and the Full-time Student Officers;
100.18	"NUS"	National Union of Students;
100.19	"Full-time Student Officer"	a Trustee elected in accordance with Clause 27 and the Bye-Laws;
100.20	"Part-Time Officers"	the Members elected to be officers of the Union while continuing their studies at the University of East Anglia;
100.21	"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, society or peer support group);

100.22	“Policy”	representative and campaigning policy set by Referenda or the Union Council in accordance with the Bye-Laws respectively;
100.23	“Referendum”	a ballot in which all ordinary members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws
100.24	“Student”	any individual who is formally registered as a student at the University of East Anglia. For the avoidance of doubt, the University of East Anglia shall determine whether or not an individual has student status;
100.25	“Union Council”	the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws
100.26	“Student Trustee”	a Trustee elected in accordance with Clause 33 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;
100.27	“Subsidiary Company”	any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
100.28	“Trustee” and “Trustees”	the Officer Trustees, the Student Trustees and the External Trustees;
100.29	“Union”	The Union of UEA Students;
100.30	“University of East Anglia”	The University of East Anglia, established on 29 September 1963 and incorporated by Royal Charter on 7 January 1965; and

101. Words importing the singular shall include the plural and vice versa.

102. 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.