

Constitution of the

University for the Creative Arts

Students' Union

An Unincorporated Association



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The Articles of Association
Of
The University for the Creative Arts Students' Union

BACKGROUND

- A. University for the Creative Arts Students' Union (the "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Members.
- B. The Union will seek at all times to:
- i. ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation;
 - ii. pursue its aims and objectives independent of any political party or religious group;
 - iii. and 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 for the Creative Arts 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 for the Creative Arts 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.

1. Name

- 1.1** There shall be a students' union in the name of University for the Creative Arts Students' Union (and in this Constitution it is called "the Union").

2. Objects

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

3. Powers

- 3.1** To further its objects, but not to further any other purpose, the Union may:
- 3.1.1** Encourage cooperation between students' , University for the Creative Arts and other institutions of higher and further education as appropriate
 - 3.1.2** Provide on behalf of its students representation on University for the Creative arts' committees enabling participation in the affairs of the University and to further provide for students full understanding of all; relevant issues.
 - 3.1.3** Foster good relations between students and the wider community at large
 - 3.1.4** Provide a forum for students to discuss local, national and international issues
 - 3.1.5** Ensure that all members are able to expect the same levels of service from the Union and the University regardless of their campus or mode of study
 - 3.1.6** provide services and facilities for Members;
 - 3.1.7** support any RAG (Raising and Giving) 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;
 - 3.1.8** alone or with other organisations:
 - 3.1.8.1** carry out campaigning activities;

3.1.8.2 seek to influence public opinion;

3.1.8.3 and 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;)

3.2 write, make, commission, print, publish or distribute materials or information or assist in these activities;

3.3 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

3.4 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;

3.5 provide or appoint others to provide advice, guidance, representation and advocacy;

3.6 co-operate with other charities and bodies and exchange information and advice with them;

3.7 become a member, affiliate or associate of other charities and bodies;

3.8 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;

3.9 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;

3.10 set up charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become member of affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage such charity(ies)

3.11 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;

3.12 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);

- 3.13** purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 3.14** 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);
- 3.15** make grants or loans of money and give guarantees;
- 3.16** set aside funds for special purposes or as reserves against future expenditure;
- 3.17** invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.18** raise funds and invite and receive contributions from any person(s) provided that the Union shall not carry out any taxable trading
- 3.19** undertake and execute any charitable trusts which may lawfully be undertaken by it
- 3.20** 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;
- 3.21** 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;
- 3.22** 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;
- 3.23** trade in the course of carrying out any of its objects;
- 3.24** establish or acquire subsidiary companies to carry on any taxable trade;
- 3.25** subject to *Clause [4]*, employ and pay employees and professionals or other advisors;
- 3.26** grant pensions and retirement benefits to employees of the Union and to their dependents and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependents;

3.27 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:

3.27.1 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);

3.27.2 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 willful or reckless misconduct;

3.27.3 or 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

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

4. Limitation on private Benefits

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

4.2 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:

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

4.2.2 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 [4.3]* shall apply;

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

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

4.3 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:

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

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

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

4.3.3.1 for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and Connected Persons under contracts of employment with the Union;

4.3.3.2 subject to *Clause [4.3.3.1]*, the authorisation under this provision shall not extend to the service of acting as Trustee;

4.3.3.3 if the person being remunerated is a Trustee the procedure described in *Clause [12]* must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

4.3.3.4 if the person being remunerated is a Connected Person the procedure described in *Clause [12]* must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;

4.3.3.5 subject to *Clause [4.5]*, 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);

4.3.3.6 and at all times the provisions of the Education Act are complied with;

- 4.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
- 4.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
- 4.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with *Clause [3.26]*;
- 4.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at *Clause [11.18]*;
- 4.3.8 and any payments authorised in writing by the Charity Commission.

4.4 *[In Clauses [4.2] and [4.3], references to the Union shall be read as references to the Union and/or and Subsidiary Company*

4.5 Where a vacancy arises on the Board of Trustees with the result that *Clause [4.3.3]* applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with *Clause [4.3.3]* provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

5. **Incorporation**

The Trustee Board may 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.

6. **Dissolution**

If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to the University as it has 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.

7. Amendments to the Constitution

7.1 The Trustees and University for the Creative Arts shall review this Constitution every five years, with effect from the date of approval.

7.2 No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.

7.3 *Clause [2] and Clause [4]* may not be amended without the prior written consent of the Charity Commission.

7.4 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), the

7.5 The Constitution may be amended by:

7.5.1 a resolution of the Members passed at a general meeting by at least [75%] of those present and voting; or

7.5.2 A resolution passed by a 75% majority of the Members voting in a Referendum provided that at least 4% of Members cast a vote in the Referendum,

provided University for the Creative Arts approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

8. Membership

8.1 The Members of the Union shall be as follows:

8.1.1 each and every Student who has not opted out by notifying University for the Creative Arts or the Union of his or her wish not to be a Member of the Union;

8.1.2 and the Officer Trustees of the Union.

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

8.2.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with University for the Creative Arts is revoked by University for the Creative Arts;

8.2.2 they cease to be a Sabbatical Officer;

8.2.3 they opt out of membership by giving written notice to the Union in accordance with the Bye-Laws; or

8.3 Members' details shall be entered in a register of Members.

8.4 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.

8.5 Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

9. Referendum

9.1 A Referendum may be called on any issue by:

9.1.1 a resolution of the Trustees;

9.1.2 a vote of the Executive Committees as defined in Bye Laws or by a General Meeting of the Members;

9.1.3 or through a full member of the union submitting a referendum idea through the UCASU 'referendum trigger' online procedures; except in the case of a Referendum to pass a motion of no confidence in an Elected Officer where the Secure Petition must be signed by a least 2% Members in accordance with the bylaws

9.2 Subject to *Clause [7.5.1]*, a resolution may only be passed by Referendum if at least 5% of Members cast a vote in the Referendum and 75% votes cast are in favour of the resolution.

9.3 Referendum shall be conducted in accordance with this Constitution and the Bye-Laws.

9.4 Subject to *Clause [11.11]*, the Members may set Policy by Referendum. Policy set by Referendum may overturn Policy set either by the Members in executive committees or General meetings.

10. General Meetings

10.1 Annual General Meeting shall be the sovereign body of the Union

10.2 The Union shall hold an annual general meeting once in each calendar year. The annual general meeting shall be held as such a time and place as the trustees think suitable to allow the maximum number of students to attend.

10.3 The Annual General Meeting (AGM) shall be presented with:

10.3.1 Receiving the Union accounts

10.3.2 ratification of minutes of previous AGM;

10.3.3 Receiving the reports of the Trustees

10.3.4 appointment of the auditors;

10.3.5 open questions to the Officer Trustees by the Members.

10.4 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.

10.5 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. Declarations of interest for any resolution must be declared by all present.

10.6 A Trustee may, even if not a member, attend and speak at any general meeting

10.7 Trustees may invite any external speaker who they assume to be relevant to attend and speak at the meetings

10.8 A general Meeting shall be called by at least 14 clear days written notice

10.8.1 Every notice calling a meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted.

- 10.9** No business shall be transacted at any general meeting unless a quorum is present of 1% of persons entitled to vote on the business to be transacted, each being a Member (but excluding Trustees)
- 10.9.1** If such quorum is not present within 30 minutes from the time appointed of the start of the meeting, the meeting shall be adjourned with decisions regarding the rescheduling referred to the Trustees

11. Trustees

- 11.1** There shall be a Board of Trustees at UCASU who shall have responsibility for the good governance and management of UCASU.
- 11.2** The Trustees shall be made up of the following persons:
- 11.2.1** Not more than four elected sabbatical officer trustees
 - 11.2.2** Not more than five Student Trustees
 - 11.2.3** Not more than four external trustees
 - 11.2.4** To ensure quoracy there must be a minimum of two (2) Sabbatical Trustees, one (1) Student Trustee and one (1) External Trustee present.
- 11.3** The period of office of the trustees shall be as follows:
- 11.3.1** External Trustees for up to two years
 - 11.3.2** The elected sabbatical officers for the period of their term of office only
 - 11.3.3** The ordinary members for one year subject to student status
- 11.4** External trustees shall not be ordinary members of The Union
- 11.5** The election or appointment of trustees shall be as follows:
- 11.5.1** The elected sabbatical officers shall be elected under the normal election regulations of the Union as outlined in Bye Laws;
 - 11.5.2** The ordinary student members must be a student at the time of their appointment (and shall continue to be a student for the duration of their term as a student trustee)

- 11.5.3** The external trustees shall be selected by the Full time elected officers
- 11.6** The Officer Trustees shall be deemed to be the “major union office holder” for the purposes of Section 22 of the Education Act.
- 11.7** A Student Trustee may serve a maximum of two terms.
- 11.8** An External Trustee may serve a maximum of two terms
- 11.9** Up to Four External Trustees shall be appointed by a simple majority vote of the full time elected officers. They must then be ratified by a 75% majority vote of the Trustee Board.
- 11.10** The Board shall have responsibility for:
- 11.10.1** Financial management and reporting
 - 11.10.2** Staffing and Employment matters
 - 11.10.3** Equality and Diversity matters
- 11.11** The Board of Trustees may override any decision or Policy made by the Members in a General meeting or Referendum or the executive committees by which the Trustees consider (in their absolute discretion):
- 11.11.1** has or may have financial implications for the Union;
 - 11.11.2** 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);
 - 11.11.3** is not or may not be in the best interests of the Union or all or any of its charitable objects
- 11.12** The Chair of the Board of Trustees must be an Officer Trustee. They will be elected by those present at the first meeting after July 1st.
- 11.12.1** The trustees shall appoint as External Trustee to be Deputy Chair. The role of the Deputy Chair will be to support the chair, and take on the chair’s duties if they are absent.

- 11.13** Every item of business to be discussed at a meeting of the Board of Trustees shall, where necessary, be put to the vote and decided by a simple majority of those present.
- 11.14** The Board shall submit accounts, budgets, business plans and other matters appropriate to the membership at the Annual General Meetings as appropriate.
- 11.15** 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 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 him or her in the execution and discharge of their duties or in relation thereto.

12. Conflicts of Interest

- 12.1** Whenever a matter is to be discussed and a Trustee has a Personal Interest in respect of that matter then he or she must:
- 12.1.1** declare his or her interest to the Trustees;
 - 12.1.2** remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
 - 12.1.3** not be counted in the quorum for that part of the meeting (or decision-making process); and
 - 12.1.4** withdraw during the vote and have no vote on the matter.
- 12.2** 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.
- 12.3** In particular, *Clause [12]* shall apply to any matter that may directly or indirectly relate to the position of an Sabbatical Trustee who is or is to be remunerated as an employee by the Union.

13. Disqualification, Resignation and Removal of Trustees

13.1 The office of a Trustee shall be vacated if:

- 13.1.1** They write a letter of resignation to the Chair of the Board giving a notice of one month;
- 13.1.2** they become prohibited by law from being a charity trustee;
- 13.1.3** They become bankrupt or make any arrangement or composition with their creditors generally
- 13.1.4** in the case of an Sabbatical Trustee, they ceases to be a Sabbatical Officer or resigns as an employee of the Union;
- 13.1.5** in the case of a Student Trustee, they cease to be a Student;
- 13.1.6** in the case of a Sabbatical Trustee or a Student Trustee, they are removed from membership of the Union in accordance with the Union's code of conduct;
- 13.1.7** he or she resigns by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 13.1.8** the Trustees reasonably believe they are suffering from mental or physical disorder and is incapable of acting as a Trustee and resolve that they will be removed from office;
- 13.1.9** they have failed 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;
- 13.1.10** or they are in serious breach of the code of conduct of the Board of Trustees.

14. Removal of Trustees by the Members

14.1 The office of a Trustee shall be vacated if:

- 14.1.1** 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 2% of 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 100 Members; or

14.1.2 Or a motion of no confidence in the Trustee is passed by a majority vote of the Executive Committees as defined by By-laws.

15. Removal of Trustees by the Board

15.1 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 [11.13]*.

15.2 The Office of an Officer Trustee and student trustee shall be vacated if a majority resolution of no confidence is passed by the Officer 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 [11.13]*.

16. Rights of Removed Trustee

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

16.2 If a Trustee is removed from their position by the Board in accordance with Clause [15] only, they shall have the right to appeal against the decision.

16.3 A Trustee cannot appeal against a decision democratically made by the membership outlined in Clause [14].

16.4 A structured procedure for Trustee Appeals shall be in accordance with Bye Laws D.

16.5 A committee, known as the "Trustee Appeal Committee" shall be convened in such cases in accordance with Bye Laws D.

16.6 The Trustee Appeals Committee shall operate in accordance with UCASU Policy at all times.

17. Replacement of Trustees

- 17.1** If a Sabbatical 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. Any person elected under this Clause may be required to assume the responsibilities of the Sabbatical trustee.
- 17.2** If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with *Clause [11.5.2]*.
- 17.3** If an External Trustee resigns, is disqualified or removed from office, or an External Trustee shall be appointed to the vacancy in accordance with *Clause [11.5.3]* respectively.

18. Powers of the Trustees

18.1 The board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act (1994), this Constitution and the bylaws) may exercise all powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees

18.2 No alteration of this Constitution or the Bylaws shall invalidate any prior act of the trustees which could have been valid if that alteration had not been made.

18.2.1 The Board's powers shall include but not be limited to responsibility for;
The Governance of the Union

18.2.2 The budget of the Union

18.2.3 The Strategy of The Union

18.3 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;

18.3.1 Was not properly appointed

18.3.2 Was disqualified from holding office

18.3.3 Had vacated office

18.3.4 Was not entitled to vote

19. Delegation

- 19.1** 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
- 19.2** 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 the constitution.
- 19.3** All deliberations held on behalf of trustee delegation shall be reported regularly to the Trustees and any resolution passed or decision taken by such shall be reported forthwith to the trustees.
- 19.4** In the case of delegation of the day to day management of the Union to the Chief Executive; 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 advise the Trustee Board in relation to such policy, strategy and budget
- 19.5** The Trustee Board shall provide the Chief Executive with a description of their role and the extent of their authority
- 19.6** The Chief Executive shall report regularly to the Trustee Board on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union
- 19.7** The Trustee Board shall provide the Chief Executive with a performance management structure to aid their work plan and development.
- 19.8** In the case of delegation to committees; the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee
- 19.9** The composition of any such committee shall be entirely in the digression of the trustees and may comprise such of their number (if any) as they may specify
- 19.10** The trustees may make such regulations and impose such terms and conditions and give such mandates to any committee or committees as they may from time to time see fit.
- 19.11** The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers;
- 19.11.1** Appointments Committee
 - 19.11.2** Audit, Finance & Risk Committee
 - 19.11.3** Remuneration and HR Committee

20. Bank Account

20.1 For the avoidance of doubt the trustees may 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 an amount as set out in the bylaws 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.

21. Proceedings of Committee

21.1 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 bylaws made by the Trustees or any student committees.

22. Proceedings of Trustees

22.1 Subject to the provisions of the Constitution and the bylaws, the trustees may regulate their proceedings as they think fit.

23. Expenses of the Trustees

23.1 The trustees may be paid all reasonable travelling, accommodation and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings of the Union or otherwise in connection with the discharge of their duties.

24. Trustee Meetings

24.1 The trustees shall hold a minimum of four meetings in any Academic year

24.2 Two Trustees, or the Chief Executive at the request of two trustees call a meeting of the Trustees.

24.3 Guests or Observers can attend meetings of the Trustees at the digression of the Chair

24.4 The quorum for the Board of Trustees shall be four and must include at least two Officer Trustees and one Student Trustee. Where the resolution of issue under discussion concerns

a matter in respect of which some or all of the trustees have a conflict of interest, the latter shall not be counted in the quorum and the quorum shall be four.

24.5 The trustees may, in circumstances outlined in this clause make a two thirds majority decision without holding a meeting by;

24.5.1 Indicating to each other by any means, including but 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

24.5.2 A Trustee's resolution which is made in accordance with article 24.5.1 shall be as valid and effectual as if it has been passed at a meeting, provided the following conditions are complied with;

24.5.2.1 Approval from each Trustee must be received by one person being as such the other Trustees have nominated ("The Recipient"), this may, for the avoidances, of doubt, be one of the Trustees.

24.5.2.2 The Recipient shall communicate to all of the trustees following a receipt of response, but any means whether the resolution has been formally approved

24.5.2.3 The date of the decision shall be the date of communication from the Recipient confirming approval and;

24.5.2.4 The Recipient prepares a minute of the decision in accordance with the constitution and by laws

25. Notice

25.1 A Trustee meeting shall be called by at least seven clear days' notice unless either

25.1.1 All the Trustees agree to a shorter notice

25.1.2 Urgent circumstances require a shorter notice

25.2 Every notice calling a trustee meeting shall specify the time, place, day of the meeting and the general particulars of all business to be considered at such meeting

25.3 Notice of Trustees meeting shall be sent to each Trustee in writing.

26. Irregularities

26.1 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 by any accidental omission to give or any non-receipt of notice) or by reason of the business being considered which is not specified in the notice.

27. Minutes

- 27.1** The Trustees shall keep minutes of;
- 27.1.1** All proceedings at AMG, general meetings of the union and meetings of the Trustees, including the names of the trustees present at each such meeting; and
 - 27.1.2** All resolutions of the members and the trustees
 - 27.1.3** Any such Minute if purported to being 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.
 - 27.1.4** The Minutes of the meeting shall normally e 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 but not limited to staff related or disciplinary matters. Copies of the minutes shall also be kept in the Union’s offices.

28. Accounts

- 28.1** The accounts shall be audited externally by a suitably qualified Auditor and submitted to the general membership at an Annual General Meeting (AGM). Copies shall be made available to the Board of Governors of UCA, and to the membership.
- 28.2** 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.
- 28.3** 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 [25.2]*.

29. Notices

- 29.1** 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
- 29.2** The Union may give notice to a member in the following way (but not limited to);
- 29.2.1** Personally
 - 29.2.2** Sending it in the post
 - 29.2.3** Leaving at the address of the member
 - 29.2.4** Electronic communication
 - 29.2.5** Posting it on the Union’s website
 - 29.2.6** At any meeting of the union

30. Indemnity

- 30.1** 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 other 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.

30.2 The Trustees shall have power to resolve pursuant to effect Trustees' indemnity insurance, despite their interest in such policy

31. Bye Laws

31.1 There shall be a bylaws document which shall reference this constitution and be acted upon in accordance with this constitution

32. Definitions and Interpretations

32.1 If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the Trustee Board.

32.2 In this Constitution, the following terms shall have the following meanings:

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| "Academic Year" | The period between July in one Year to June in the next Year determined by the Union as the period during which Students are required to be registered with the University for the Creative Arts. |
| Annual General Meeting (AGM) | An annual meeting open to all members of the Union. |
| "Board of Trustees" | The board of Trustees of the Union. |
| "Bye Laws" | The Bye-Laws setting out the working practices of the Union made from time to time |
| Board of Governors | The Board of Governors for the University for the Creative Arts, upon which a minimum of one Officer Trustee is a full member (Student Governor) |
| "Chair" | The elected chair of the Board of Trustees. |
| "Chief Executive" | The Chief Executive of the union who is appointed by the Board of Trustees |

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| “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. |
| “Code of Practice” | The code of practice relating to University for the Creative Arts obligations under Section 22 of the Education Act. |
| “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; (b) the spouse or civil partner of any person in (a); (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. |
| “Constitution” | This constitution of the Union. |
| “Deputy Chair” | The elected deputy chair of the Board of Trustees. |
| “Education Act” | The Education Act 1994. |
| “External Trustee” | A Person appointed to the Board of Trustees 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. |
| “In writing” | Written, printed or transmitted writing including by electronic communication. |
| “Liberation Groups” | The four protected characteristics of students – LGBT Black Women Disabled |
| “Members” | Members of the Union. |
| “NUS” | National Union of Students. |
| “Office” | The head office of the Union. |
| “Part-Time Officers” | The Members elected to be officers of the Union while |

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| | continuing their studies at The University for the Creative Arts. |
| “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). |
| “Policy” | Representative and campaigning policy set by Referendum, executive committee or General Meeting. |
| “RAG” | “Raising and Giving” which develops Students by providing them with an opportunity to raise funds for charitable causes. |
| “Returning Officer” | One person designated by the Trustee Board to ensure a free and fair election |
| “Referendum” | A ballot about a particular subject in which all Members of the Union are entitled to cast a vote. |
| “Quorate” or “Quorum” | The Quoracy of a meeting related to the number of people who must be present for action to take place and the meeting to start. |
| “Sabbatical Officer” or “Campus President” | The individuals elected to represent a Campus at UCA (each of whom is a ‘major union office holder’ for the purposes of section 22 of the Education Act). |
| “Sabbatical Trustee” | The Sabbatical Officers in their role as a Trustee. |
| “Secure Position” | A written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line. |
| “Student” | Any individual who is formally registered for an approved programme of study provided by University for the Creative Arts. For the avoidance of doubt, University for the Creative Arts shall determine whether or not an individual has student status. |
| “Student Trustee” | A Trustee elected 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. |
| “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. |
| “Trustee” | The Sabbatical Trustees, the Student Trustees, the Alumni Trustees and the External Trustees. |
| “Union” | The Students’ Union for The University for the Creative Arts. |
| “University” | The University for the Creative Arts. |

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| “University for the Creative Arts” | The University for the Creative Arts is a higher education corporation incorporated in 1993 under the Education Reform Act 1988. |

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