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**Articles of Association**  
**of**  
**Roehampton Students' Union**

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**'Enhancing the experience of Roehampton Students through  
representation, development, activities and support'**



**Incorporated on 22 July 2010 and amended on 13<sup>th</sup> September 2018**

## Table of Contents and Comments

<b>Key Constitutional Provisions</b>	<b>Page 1</b>
This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the memorandum and articles can be amended.	
<b>Membership</b>	<b>Page 7</b>
This section describes who the members of the students' union are	
<b>Referenda</b>	<b>Page 8</b>
This section describes how referendum may be called	
<b>General Meetings</b>	<b>Page 9</b>
This section described how general meetings are called and what business will take place within them.	
<b>Trustees</b>	<b>Page 14</b>
This section describes who the trustees are, how they are appointed, how they can be removed and their powers.	
<b>The Executive Committee</b>	<b>Page 19</b>
This section describes who the Executive Committee are, how they are appointed, how they can be removed and their powers.	
<b>Decision Making By Trustees</b>	<b>Page 20</b>
This section lays out how trustee meetings will be called and run and how trustees can make decisions.	
<b>Students' Union Council</b>	<b>Page 23</b>
This section deals with the powers and responsibilities of students' union council.	
<b>Administrative Arrangements and Miscellaneous Provisions</b>	<b>Page 24</b>
This section deals with miscellaneous questions and a table of definitions and interpretations.	

## **Articles of Association of Roehampton Students' Union**

### **BACKGROUND**

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

### **PART 1**

#### **KEY CONSTITUTIONAL PROVISIONS**

##### **1. Definitions and Interpretation**

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

##### **2. Name**

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

##### **3. Registered office**

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

##### **4. Objects**

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

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

## 5. **Powers**

To further its objects, but not to further any other purpose, the Union may:

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

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

- 5.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 5.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 5.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 5.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 5.9 co-operate with other charities and bodies and exchange information and advice with them;

- 5.10 become a member, affiliate or associate of other charities and bodies;
- 5.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 5.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 5.13 pay out of the funds of the Union the costs of forming and registering the Union;
- 5.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities outside our primary purpose in raising funds;
- 5.15 borrow and raise money on such terms and security as the Union may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 5.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.18 make grants or loans of money and give guarantees;
- 5.19 set aside funds for special purposes or as reserves against future expenditure;
- 5.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - (a) the investment policy is set down in writing for the financial expert by the Trustees;
  - (b) every transaction is reported promptly to the Trustees;
  - (c) the performance of the investments is reviewed regularly by the Trustees;
  - (d) the Trustees are entitled to cancel the delegation at any time;
  - (e) the investment policy and the delegation arrangements are reviewed at least once a year;
  - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and

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

prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation;

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

**6. Limitation on private benefits**

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

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

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

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

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

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

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

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

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

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

(a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;

(b) subject to Article 6.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;

(c) if the person being remunerated is a Trustee the procedure described in Article 56 (Conflicts of Interest) must be followed in considering the

appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

- (d) if the person being remunerated is a Connected Person the procedure described in Article 56 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- (e) subject to Article 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
- (f) at all times the provisions of the Education Act are complied with;

6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;

6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;

6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.29;

6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Article 68; and

6.3.8 any payments authorised in writing by the Charity Commission.

6.4 In Articles 6.2 and 6.3, references to the Union shall be read as references to the Union and/or any Subsidiary Company.

6.5 For any transaction authorised by Article 6.3 or Article 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article 6.3 or Article 6.4 have been complied with.

6.6 Where a vacancy arises on the Board of Trustees with the result that Article 6.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Article 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## **7. Liability of Members**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Union in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

7.1 payment of the Union's debts and liabilities contracted before they cease to be a Member;

- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

**8. Dissolution**

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

**9. Reviewing and Amending the Articles**

- 9.1 The University Council shall be required to review the provisions of the Union's Articles of Association at intervals of not more than five years.
- 9.2 Amendments to the Articles may only be made by special resolution of the members. No amendment to the Articles shall have effect unless it has been approved by the University Council.
- 9.3 No amendments may be made to these Articles which would cause the Charity to cease to be a charity in law.
- 9.4 Amendments may only be made to the following Articles, with the prior written consent of the Charity Commission:
  - 9.4.1 the Objects; or
  - 9.4.2 any provision relating to what happens to the Charity's property on winding up; or
  - 9.4.3 any provision which would provide for any benefit to be obtained by Trustees or Members or persons connected with them.
- 9.5 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles.

**PART 2**

**MEMBERS**

***BECOMING AND CEASING TO BE A MEMBER***

**10. Becoming a Member**

- 10.1 Until and including the Effective Date, the subscribers to the Memorandum shall be the Members of the Union. Thereafter, the Members of the Union shall be as follows:
  - 10.1.1 each and every Student who has not opted out by notifying Roehampton University of his or her wish not to be a Member of the Union; and

10.1.2 the Officer Trustees of the Union.

10.2 The names of the Members of the Union shall be entered in the register of Members.

10.3 Members of the Union shall be entitled to the benefits set out in the Code of Practice.

## 11. **Termination of Membership**

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

11.1.1 they cease to be a Student;

11.1.2 they cease to be an Officer Trustee;

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

11.1.4 in the case of Members other than the Officer Trustees, a resolution is passed by a majority vote of the Students' Union Council resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Students' Union Council.

## 12. **Associate members**

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

## ***REFERENDA***

## 13. **Referenda**

13.1 A Referendum may be called on any issue by:

13.1.1 a resolution of the Trustees;

13.1.2 a majority vote of the Students' Union Council; or

13.1.3 a Secure Petition signed by at least 5% of Members.

13.2 Subject to Article 40.3, a resolution may only be passed by Referendum if at least 5% of Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.

13.3 Referenda shall be conducted in accordance with these Articles and the Bye-Laws.

13.4 Subject to Article 40.3, the Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set by the Students' Union Council but not Policy set

by the Members in general meeting.

### ***ANNUAL MEMBERS MEETING***

#### **14. Annual Members Meeting**

14.1 The Union shall hold an annual Members once in each Academic Year which shall be called and held in accordance with the Bye-Laws. This annual Members meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend. Any annual Members' meeting held under the Article shall not be a general meeting of the Union for the purposes of the Companies Act.

### ***ORGANISATION OF GENERAL MEETINGS***

#### **15. General meetings**

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

- 15.1 requested to do so by the Members provided such request is signed by at least 5% of Members having the right to attend and vote at general meetings;
- 15.2 required to do so by the Members under the Companies Acts; or
- 15.3 requested to do so by the Students' Union Council provided such request has been approved by a majority vote of the Students' Union Council.

#### **16. Location of meetings**

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

#### **17. Length of notice**

All general meetings shall be called by either:

- 17.1 at least 14 clear days' notice; or
- 17.2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the Members.

#### **18. Contents of notice**

Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is a general or an Annual General Meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Union there must appear with

reasonable prominence a statement informing the Member of their rights to appoint another person as his or her proxy at a general meeting.

**19. Service of notice**

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

**20. Quorum**

20.1 No business shall be transacted at any general meeting unless a quorum is present.

20.2 80 persons entitled to vote upon the business to be transacted (each being a Member or a proxy for a Member) or 1% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum.

20.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to such other day, time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

**21. Chairing general meetings**

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

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

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

22.3 The chair of the meeting may permit other persons who are not Members of the Union to attend and speak at any general meeting.

**23. Adjournment**

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

23.1.1 the meeting consents to an adjournment; or

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

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

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

- 23.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
- 23.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 23.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Union must give at least seven clear days' notice of it:
  - 23.4.1 to the same persons to whom notice of the Union's general meetings is required to be given; and
  - 23.4.2 containing the same information which such notice is required to contain.
- 23.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### ***VOTING AT GENERAL MEETINGS***

#### **24. Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

#### **25. Poll**

##### **25.1 A poll on a resolution may be demanded:**

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

25.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

##### **25.2 A poll may be demanded by:**

25.2.1 the chair of the meeting;

25.2.2 the Trustees;

25.2.3 two or more persons having the right to vote on the resolution;

25.2.4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes

##### **25.3 A demand for a poll may be withdrawn if:**

25.3.1 the poll has not yet been taken; and

25.3.2 the chair of the meeting consents to the withdrawal.

##### **25.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.**

#### **26. Voting**

26.1 On a show of hands every person present and entitled to vote, with the exception of the person chairing the meeting, shall have a maximum of one vote. On a poll every Member present in person or by proxy shall have one vote.

26.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote.

27. **Errors and disputes**

27.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

27.2 Any such objection must be referred to the chair of the meeting whose decision is final.

28. **Content of proxy notices**

28.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

28.1.1 states the name, address and Student number of the Member appointing the proxy;

28.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;

28.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

28.1.4 is delivered to the Union in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

28.2 The Union may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

28.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

28.4 Unless a proxy notice indicates otherwise, it must be treated as:

28.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

28.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

29. **Amendments to resolutions**

29.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 29.1.1 notice of the proposed amendment is given to the Union in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
  - 29.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 29.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 29.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 29.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 29.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## **WRITTEN RESOLUTIONS**

### **30. Written Resolutions**

- 30.1 Subject to Article 30.5, a written resolution of the Union passed in accordance with this Article 30 shall have effect as if passed by the Union in general meeting.
- 30.2 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members.
- 30.3 A written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
- 30.4 In relation to a resolution proposed as a written resolution of the Union the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 30.5 A Members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 30.6 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Union's auditors in accordance with the Companies Acts.

- 30.7 A Member signifies their agreement to a proposed written resolution when the Union receives from them an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution provided that:
- 30.7.1 if the document is sent to the Union in hard copy form, it is authenticated if it bears the Member's signature; and
  - 30.7.2 if the document is sent to the Union by electronic means, it is authenticated if it bears the Member's signature or if the identity of the Member is confirmed in a manner specified by the Trustees or if it is accompanied by a statement of the identity of the Member and the Union has no reason to doubt the truth of that statement or if it is from an email address specified by the Member to the Union for the purposes of receiving documents or information by electronic means.
- 30.8 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 30.9 A proposed written resolution lapses if it is not passed within 48 days beginning with the circulation date.

### **PART 3**

#### **TRUSTEES**

##### ***APPOINTMENT AND RETIREMENT OF TRUSTEES***

#### **31. Appointment of Trustees**

The Trustees shall be made up of the following persons:

- 31.1 not more than 4 Officer Trustees, elected in accordance with Article 32;
- 31.2 not more than 3 Student Trustees, elected in accordance with Article 33;
- 31.3 not more than 4 Lay Trustees, appointed in accordance with Article 34.

#### **32. Officer Trustees**

- 32.1 Up to 4 Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts set out in the Bye-Laws.
- 32.2 The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.

- 32.3 Each Officer Trustee must be a Student or an Officer Trustee at the time of their election. A person elected as an Officer Trustee shall (notwithstanding any membership they may otherwise hold) be a Member of the Union whilst they hold office as an Officer Trustee.
- 32.4 The Officer Trustees shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.
- 32.5 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.
- 32.6 For the avoidance of doubt, for the purposes of calculating any Trustees length of term in office under articles 32.2, account shall be taken of any time served by the Trustee before these Articles became effective.

### 33. **Student Trustees**

- 33.1 There shall be up to 3 Student Trustees elected by the Students’ Union Council on nomination of the Appointments Committee according to the procedures set out in the Bye Laws.
- 33.2 A person may only be appointed as a Student Trustee under article 33.1 if they are a Student and when considering the total make up of the Student Trustees there is representation from both under graduate and postgraduate Students and one Student Trustee shall be a Part-Time Officer.
- 33.3 Student Trustees shall remain in office for a term of 2 years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 33.4 A Student Trustee may serve a maximum of two consecutive terms.
- 33.5 For the avoidance of doubt, for the purposes of calculating any Trustees length of term in office under articles 33.4 account shall be taken of any time served by the Trustee before these Articles became effective.

### 34. **Lay Trustees**

- 34.1 Up to 4 Lay Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Lay Trustee is ratified by a majority vote of the Students’ Union Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Students’ Union Council.
- 34.2 Unless their appointment is terminated in accordance with Articles 35 to 37, Lay Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 34.3 Lay Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

34.4 For the avoidance of doubt, for the purposes of calculating any Trustees length of term in office under articles 34.3 account shall be taken of any time served by the Trustee before these Articles became effective.

**35. Disqualification, Resignation and Removal of Trustees**

The office of a Trustee shall be vacated if:

- 35.1 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law;
- 35.2 they become prohibited by law from being a charity trustee;
- 35.3 in the case of an Officer Trustee, they cease to be an employee of the Union;
- 35.4 in the case of a Student Trustee, they cease to be a Student;
- 35.5 they resign 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);
- 35.6 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;
- 35.7 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;
- 35.8 they are removed from office under Article 36 or 37; or
- 35.9 they are removed from office by the Members convening a general meeting and removing the Trustee in accordance with the procedure set out in the Companies Act.

**36. Removal of Trustees by the Members or the Students' Union**

**Council**

The office of a Trustee shall be vacated if:

- 36.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 5% 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 5% of Members; or
- 36.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Students' Union Council. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 5% of Members.

**37. Removal of Trustees by the Board**

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

38. **Rights of Removed Trustee**

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

38.2 A Trustee removed from office in accordance with Article 37 shall be entitled to appeal the decision to remove them to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of a nominee of Roehampton University, one independent person and a chief executive/general manager and officer of another students' union. The independent person shall be a Member who is not a Trustee or a Member of the Students' Union Council. The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws. The Union may consult with NUS in relation to the appeals process and in particular the appointment of independent persons to the Appeals Panel.

39. **Replacement of Trustees**

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

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

39.2 If a Lay Trustee resigns, is disqualified or is removed from office, a Lay Trustee (as appropriate) shall be appointed to the vacancy in accordance with 34.1

***TRUSTEES' POWERS AND RESPONSIBILITIES***

40. **Trustees' general authority**

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

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

40.2.1 the governance of the Union;

40.2.2 the budget of the Union; and

40.2.3 the strategy of the Union.

40.3 The Board of Trustees may override any decision or Policy made by the Members by ordinary resolution in general meeting or by Referendum or by the Students' Union Council which the Trustees consider (in their absolute discretion):

40.3.1 has or may have any financial implications for the Union;

40.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);

40.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or

40.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 40.2.

40.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

40.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:

40.5.1 was not properly appointed;

40.5.2 was disqualified from holding office;

40.5.3 had vacated office; or

40.5.4 was not entitled to vote.

#### 41. **Trustees may delegate**

41.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:

41.1.1 to such person or committee;

41.1.2 by such means (including by power of attorney);

41.1.3 to such an extent;

41.1.4 in relation to such matters or territories; and

41.1.5 on such terms and conditions

as they think fit.

41.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.

41.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

#### 42. **Trustee Sub-Committees**

42.1 In the case of delegation to committees:

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

- 42.1.2 subject to Article 42.3, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
- 42.1.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
- 42.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 42.2 The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 41 and 42.1:
- 42.2.1 Appointments Committee;
- 42.2.2 Finance Committee; and
- 42.2.3 Remuneration and HR Committee.
- 42.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 41 and 42.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.
- 42.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any Bye-Laws.
43. **Delegation of day-to-day management powers to the Chief Executive**
- In the case of delegation of the day-to-day management of the Union to Chief Executive
- 43.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 43.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;
- 43.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and
- 43.4 the Trustees shall provide the Chief Executive with a performance management structure to aid his or her work plan and development.

44. **Executive Committee**

44.1 Unless the Trustees determine otherwise, the Executive Committee shall include:

44.1.1 the Officer Trustees; and

44.1.2 Other elected part time officers as outlined in the Bye-Laws.

44.2 The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 40 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.

44.3 The Chief Executive and the Union's senior management team may attend meetings of the Executive Committee at the request of the Executive Committee

44.4 The Executive Committee shall meet in accordance with the Bye-Laws.

***DECISION-MAKING BY TRUSTEES***

45. **Directors to take decisions collectively**

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

46. **Trustees' meetings**

46.1 The Trustees shall hold a minimum of 4 meetings in any Academic Year.

46.2 Guests or observers can attend meetings of the Trustees at the discretion of the chair of the meeting.

47. **Calling a Trustees' meeting**

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

48. **Length of Notice**

A Trustees' meeting shall be called by at least seven clear days' notice unless either:

48.1 all the Trustees agree; or

48.2 urgent circumstances require shorter notice.

49. **Contents of Notice**

Every notice calling a Trustees' meeting shall specify:

49.1 the place, day and time of the meeting;

49.2 the general particulars of all business to be considered at such meeting; and

49.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

**50. Service of Notice**

Notice of Trustees' meetings shall be given to each Trustee in writing.

**51. Participation in Trustees' meetings**

51.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

51.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

51.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**52. Quorum for Trustees' meetings**

52.1 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, shall be 50% of the Trustees or four Trustees, whichever is the greater and such quorum must include at least two Officer Trustees and one Lay Trustee. However, 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 four Trustees.

52.2 If quorum is not met at a trustees' meeting no proposal is to be voted on, except a proposal to call another meeting.

52.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees as provided by these Articles.

**53. Chair and Deputy Chair**

53.1 The President shall be the Chair of the Trustees.

53.2 The Trustees shall appoint a Lay Trustee to be 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.

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

**Casting vote**

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

**55. Decisions without a meeting**

- 55.1 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
- 55.2 A decision which is made in accordance with Article 55.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 55.2.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
  - 55.2.2 following receipt of responses from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Article;
  - 55.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
  - 55.2.4 the Recipient must prepare a minute of the decision in accordance with Article 63.

**56. Conflicts of interest**

- 56.1 Whenever a Trustee finds them self in a situation that is reasonably likely to give rise to a Conflict of Interest, they must declare their interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
- 56.2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 54 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 57, they must:
- 56.2.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 56.2.2 not be counted in the quorum for that part of the meeting and
  - 56.2.3 withdraw during the vote and have no vote on the matter.
- 56.3 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.
- 56.4 When a Trustee has a Conflict of Interest which they have declared to the Trustees, they shall not be in breach of his or her duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by them.

**57. Trustees' power to authorise a conflict of interest**

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

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

57.1.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum provided that when deciding to give such authorisation the provisions of Article 57 shall be complied with and provided that nothing in this Article shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles.

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

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

#### 58. **Register of Trustees' interests**

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

### **PART 4**

#### **STUDENTS' UNION COUNCIL**

#### 59. **Students' Union Council**

59.1 The Students' Union Council shall have the authority to:

59.1.1 represent the voice of the Students;

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

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

59.1.4 receive a report at each meeting from the Trustees; and

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

## **PART 5**

### **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS**

#### **60. Bye-Laws**

The Trustees and the Students' 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 these Articles.

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

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

61.1.1 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

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

- (a) the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner; or
- (b) the recipient is deemed to have so agreed in accordance with the Companies Acts.

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

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

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

- 61.3 Any document to be served on the Union by a Member under the Articles may be served:
- 61.3.1 in the case of documents in hard copy form, by sending or delivering them to the Union's registered office or delivering them personally to an officer or Trustee of the Union; or
  - 61.3.2 in the case of documents in electronic form, by sending them by electronic means to an address notified to the Members for that purpose provided that the Trustees are satisfied as to the identity of the Member (and the Trustees have discretion to specify how such identity should be confirmed).
- 61.4 A Member present in person or by proxy at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 61.5 Where any document or information is sent or supplied:
- 61.5.1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted;
  - 61.5.2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed; and
  - 61.5.3 by means of a website, service or delivery shall be deemed to be effected when:
    - (a) the material is first made available on the website; or
    - (b) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
- 61.6 Where any document or information has been sent or supplied by the Union by electronic means and the Union receives notice that the message is undeliverable:
- 61.6.1 if the document or information has been sent to a Member and is notice of a general meeting of the Union or a copy of the annual report and accounts of the Union, the Union is under no obligation to send a hard copy of the document or information to the Member's postal address as shown in the Union's register of Members, but may in its discretion choose to do so; and
  - 61.6.2 in all other cases, the Union will send a hard copy of the document or information to the Member's postal address as shown in the Union's register of Members, or in the case of a recipient who is not a Member, to the last known postal address for that person.

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

**62. Secretary**

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

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

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

**63. Minutes**

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

63.1.1 of all appointments of officers made by the Trustees;

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

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

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

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

**Records and accounts**

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

64.1.1 annual reports;

64.1.2 annual returns; and

64.1.3 annual statements of account.

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

**65. Irregularities**

The proceedings at any meeting, the taking of any poll, or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

**66. Patrons**

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

**67. Exclusion of model articles**

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

***TRUSTEES' INDEMNITY***

**68. Indemnity**

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is given in the favour of that person or in which they are acquitted or in connection with any application in which relief is granted to that person 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.

## **DEFINITIONS AND INTERPRETATION**

### **69. Defined terms**

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

	<b>Term</b>	<b>Meaning</b>
69.1.1	<b>“Academic Year”</b>	the period between September in one year to June in the next year determined by the Union as the period during which Students are required to be registered with Roehampton University. Each Academic Year is for the time being divided into three terms
69.1.2	<b>“Address”</b>	includes a number or address used for the purpose of sending or receiving documents by electronic means;
69.1.3	<b>“Appointments Committee”</b>	Appointments Committee is that by which is defined by that name in the Bye-Laws
69.1.4	<b>“Articles”</b>	these articles of association of the Union;
69.1.5	<b>“Board of Trustees” or “Board”</b>	the board of Trustees of the Union;
69.1.6	<b>“Bye-Laws”</b>	the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 60;
69.1.7	<b>“Chair”</b>	the chair of the Board of Trustees, who shall be the President of the Union in accordance with Article 53.1;
69.1.8	<b>“Chair of the meeting”</b>	in the case of general meetings means the person chairing the meeting in accordance with Article 22 and in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 53;
69.1.9	<b>“Chief Executive”</b>	the Chief Executive of the Union who is appointed by the Board of Trustees;

69.1.10	<b>“circulation date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
69.1.11	<b>“clear days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
69.1.12	<b>“Code of Practice”</b>	the code of practice relating to Roehampton University’s obligations under Section 22 of the Education Act;
69.1.13	<b>“Companies Acts”</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
69.1.14	<b>“Conflict of Interest”</b>	any direct or indirect interest of a Trustee (whether or personal, by virtue of a duty of loyalty to another organisation otherwise) that conflicts, or might conflict with the interests of the Union;
69.1.15	<b>“Connected Person”</b>	any person falling within the definition of connected person under the Charities Act 2011;
69.1.16	<b>“Deputy Chair”</b>	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 53.2;
69.1.17	<b>“document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
69.1.18	<b>“Education Act”</b>	the Education Act 1994;
69.1.20	<b>“electronic form”</b>	has the meaning given in Section 1168 of the Companies Act 2006;
69.1.21	<b>“the Executive Committee”</b>	means the committee comprising the Officer Trustees and the Part-Time Officers as further described in Article 44;
69.1.22	<b>“Lay Trustee”</b>	a Trustee appointed in accordance with Article 34.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
69.1.23	<b>“financial expert”</b>	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
69.1.24	<b>“hard copy” and “hard copy”</b>	have the meanings respectively given to them in the Companies Act 2006;

	<b>form”</b>	
69.1.25	<b>“Hour”</b>	any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England;
69.1.26	<b>“Members”</b>	members of the Union being Students at Roehampton University as further defined in Article 10.1.1 and the Officer Trustees;
69.1.27	<b>“NUS”</b>	National Union of Students;
69.1.28	<b>“Officer Trustee”</b>	a Trustee elected in accordance with Article 32.1;
69.1.29	<b>“Part-Time Officers”</b>	the Members elected in accordance with the Bye-Laws to be officers of the Union while continuing their studies at Roehampton University
69.1.30	<b>“Policy”</b>	representative and campaigning policy set by Referenda or the Students’ Union Council in accordance with Article 13 and Article 59 respectively;
69.1.31	<b>“President”</b>	the president of the Union, as elected by the Members in accordance with the Bye-Laws;
69.1.32	<b>“RAG”</b>	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
69.1.33	<b>“Referendum”</b>	a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
69.1.34	<b>“Roehampton University”</b>	Roehampton University incorporated by Privy Council on 24 <sup>th</sup> November 1999 formerly ‘University of Surrey Roehampton’
69.1.35	<b>“Secure Petition”</b>	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely online;
69.1.36	<b>“Student”</b>	any individual who is formally registered for an approved programme of study provided by Roehampton University. For the avoidance of doubt, Roehampton University shall determine whether or not an individual has student status;
69.1.37	<b>“Students’ Union Council”</b>	the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of the Union;

69.1.38	<b>“Student Trustee”</b>	A Trustee elected in accordance with Article 33.1 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act;
69.1.39	<b>“Subsidiary Company”</b>	any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
69.1.40	<b>“They”</b>	The use of ‘They’ shall be taken in the singular, unless explicitly stated for it to mean the plural.
69.1.41	<b>“Trustee” and “Trustees”</b>	the Officer Trustees, the Student Trustees, and Lay Trustees;
69.1.42	<b>“Union”</b>	Roehampton Students’ Union;
69.1.43	<b>“writing”</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
69.1.44	<b>“Undergraduate”</b>	Any student of Roehampton University who is not on a Postgraduate degree course. This includes any students studying a Foundation Degree
69.1.45	<b>“The University Council”</b>	means the board of directors of Roehampton University comprised of the University Council Members
69.1.46	<b>“University Council Members”</b>	means the persons duly appointed or elected to the University Council, being a director of Roehampton University;

69.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

69.3 Subject to Article 69.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

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

# Bye-Laws of Roehampton Students' Union

*Approved by Board of Trustees 16 December 2025*

## Contents

<b>Bye-Law 1: Membership of the Union</b> .....	2
<b>Bye-Law 2: Officer Trustees - Executive Committee</b> .....	4
<b>Bye-Law 3: Students' Union Council (Presidents' Committee)</b> .....	8
<b>Bye-Law 4: Referenda</b> .....	11
<b>Bye-Law 5: Petitions</b> .....	12
<b>Bye-Law 6: Elections</b> .....	13
<b>Bye-Law 7: Board of Trustees</b> .....	17
<b>Bye-Law 8: Removal of Student Representatives</b> .....	18
<b>Bye-Law 9: Complaints and Disciplinary Procedures</b> .....	19
<b>Bye-Law 10: Recognised Societies</b> .....	20
<b>Bye-Law 11: Student Networks</b> .....	22
<b>Bye-Law 12: Annual Members' Meetings</b> .....	23
<b>Bye-Law 13: Finance Regulations</b> .....	24
<b>Bye-Law 14: Amending the Articles and the Bye-Laws</b> .....	25
<b>Bye-Law 15: Members' Code of Conduct</b> .....	26
<b>Bye-Law 16: Temporary Arrangements</b> .....	27

## Introduction

The Bye-Laws shall provide for the conduct of Union affairs and the implementation of Union strategy and policy. They are to be interpreted in such a manner as not to conflict with the Union's Articles of Association (Articles). The Bye-Laws shall only be amended in accordance with the provisions of the Articles and as outlined in clauses 31 and 112 of these Bye-Laws, and Bye-Law 14.

Words defined in the interpretation section of the Articles shall have the same meaning in the Bye-Laws.

Standing Order is an order governing the procedures of Union's Bye-laws.

## **Bye-Law 1: Membership of the Union**

1. Full Members of the Union shall be as follows:
  - 1.1 All registered full- and part-time students at the University of Roehampton unless they have opted out of membership as per clause 5 of these Bye-Laws;
  - 1.2 The Officer Trustees of the Union.
2. Honorary Life Membership shall be granted automatically to Officer Trustees of the Union on completion of their term of office, and to other individuals as agreed by Executive Committee.
  - 2.1 The RSU President shall invite nominations for Honorary Life Membership from any Full Member, allowing 20 term days for such nominations to be submitted;
  - 2.2 Executive Committee shall then make recommendations on the nominations;
  - 2.3 No member under consideration for Honorary Life Membership may be present during this recommendation stage.
3. Associate membership may be granted to students at partner institutions, occasional students, and other individuals as determined by Executive Committee.
4. Only Full Members of the Union shall have the right to:
  - 4.1 Stand as candidates and vote in elections or petitions in accordance with the Bye-Laws and Standing Orders;
  - 4.2 Call for a petition on policy, issues related to confidence in an Officer Trustee or College President, constitutional matters, and affiliations to external organisations in accordance with the Articles and relevant Standing Orders;
  - 4.3 Submit ideas to Presidents' Committee;
  - 4.4 Use the facilities of the Union in accordance with relevant Union Policies.
5. Any registered full- or part-time student who wishes not to be a Member of the Union shall inform the Union in writing. Subject to the agreement of Executive Committee, any such student shall be entitled to re-apply for membership.
6. Students who choose not to be Members of the Union shall:
  - 6.1 Not be entitled to participate in the governance of the Union through the means of elections or by holding an elected office on any Union standing committee, club, society, or student network;
  - 6.2 Not be entitled to submit ideas to Presidents' Committee;
  - 6.3 Not be entitled to a hardship fund or other financial or material help available through the Union; but
  - 6.4 Be entitled to equal access to the services and activities provided by the Union for Members, except that they may be charged a differential rate.
7. Proof of Union membership shall:
  - 7.1 For members as per clause 1 of these Bye-Laws: valid University of Roehampton student card or, in the case of Officer Trustees, their staff card;

- 7.2 Members as per clauses 2 and 3 of these Bye-Laws: confirmation in writing of their Honorary Life or Associate membership.
8. Full Membership of the Union shall cease automatically in the following circumstances:
  - 8.1 They cease to be a student;
  - 8.2 They cease to be an Officer Trustee;
  - 8.3 They opt out of membership as per clause 5 of these Bye-Laws;
  - 8.4 When the Member is suspended via the Union's Disciplinary Procedure.
9. Anyone ceasing to be a Member shall be deemed to have vacated any office they hold, and membership of any committee shall lapse.
10. An Honorary Life or Associate Member may be removed on a resolution passed by a majority vote from the Board of Trustees.

## **Bye-Law 2: Officer Trustees - Executive Committee**

*Please note Bye-Law 16: Temporary Arrangements when considering this bye-law.*

### **Officer Trustees**

11. The Officer Trustees, also referred to as the Sabbatical Officers in the Articles, shall be deemed to be the “major union office holders” for the purposes of Section 22 of the Education Act 1994, and no other role or position shall be deemed as such.
12. The Officer Trustees’ period of office shall run from 1 July until 30 June the following year.
13. Officer Trustees shall receive remuneration in line with the Union’s employment practices and the level of remuneration of Officer Trustees will be reviewed and set by the Board of Trustees on an annual basis.
14. Immediately following their election, successful candidates shall be invited to attend relevant committees on which they will be members when they assume office, and shall be designated the following titles:
  - 14.1. RSU President-elect.
  - 14.2. RSU Vice President Education-elect.
  - 14.3. RSU Vice President Welfare-elect.
15. Officers shall be responsible for representing Members of the Union and working on, delivering, and upholding the Union’s policy positions as agreed by Presidents’ Committee.

### **Officer Trustees Roles and Responsibilities**

16. RSU President responsibilities include:
  - 16.1. Sit and represent students on University Council, University Senate, and all other appropriate committees with a Union seat and approval of Executive Committee.
  - 16.2. Chair the Union’s Board of Trustees.
  - 16.3. Responsible for coordinating and chairing Presidents’ Committee meetings.
  - 16.4. Be the prime representative of the Union and seek to involve as many students with the Union as possible.
  - 16.5. In conjunction with the Chief Executive, lead on the long-term planning of the Union to enhance engagement and improve the overall student experience.
  - 16.6. Be the public face and promote the vision, strategy and policies of the Union.
  - 16.7. Be the lead Officer Trustee responsible for the liaison on behalf of the Union with any affiliated organisations or bodies, and to act as the principal spokesperson.

- 16.8. Plan and deliver campaigns related to overall student engagement in their communities and improving student life alongside supporting other Officer Trustees deliver their campaigns.
  - 16.9. Be one of the Union's NUS Representatives and represent the Union at NUS conferences, events and activities.
17. RSU Vice President Education responsibilities include:
- 17.1. Present ideas to the University on how the academic experience and student outcomes can be improved based on evidence-based feedback from students and academic representatives.
  - 17.2. Sit and represent students on university education, academic, and other relevant committees to ensure the student voice is heard.
  - 17.3. Chair focus groups as necessary to support the collation of informed student feedback relating to students' academic experience and student outcomes.
  - 17.4. Work to improve and support student academic representation systems and set up initiatives to keep them engaged.
  - 17.5. Lead campaigns relating to academic issues, improving the academic experience, and improving the University of Roehampton.
  - 17.6. Be the lead Officer Trustee responsible for academic-based campaigns, academic quality, and standards-based initiatives, such as National Student Survey (NSS), Teaching Excellence Framework (TEF), and other education student voice initiatives.
  - 17.7. Act as the Deputy Chair of Presidents' Committee.
  - 17.8. Be one of the Union's NUS Representatives and represent the Union at NUS conferences, events and activities.
18. RSU Vice President Welfare responsibilities include:
- 18.1. Present ideas to the University on how student support can be improved based on evidence-based feedback from students and student representatives.
  - 18.2. Sit and represent students on relevant University committees and working groups to ensure the voices of students are heard.
  - 18.3. Develop, promote, and lead campaigns which support and encourage student wellbeing.
  - 18.4. Lead student welfare campaigns, with the support of other Officer Trustees and student representatives.
  - 18.5. Promote and direct students to the University support services, respecting confidentiality at all times.

- 18.6. Develop understanding and strong relationships of other University support services to advocate student welfare and safety.
- 18.7. Encourage and support students to participate in the Union, student activities, and the University.
- 18.8. Develop strong relationships with external stakeholders to advocate student welfare and safety.
- 18.9. Be one of the Union's NUS Representatives and represent the Union at NUS conferences, events and activities.

### **Executive Committee**

19. The Officer Trustees only shall make up the membership of Executive Committee, as outlined in the Articles.
20. Executive Committee shall meet at least once per month.
21. Executive Committee shall have the power to:
  - 21.1. Act as the lead student representative and ensure the student voice is heard and recognised.
  - 21.2. Ensure the Union is abiding by and in accordance with its governing documents and policies and, where appropriate, update these and propose amendments to the Board of Trustees.
  - 21.3. Develop, design, and deliver Union campaigns throughout the year.
  - 21.4. Edit, update, and approve Standing Orders.
  - 21.5. Propose the Returning Officer for approval at Board of Trustees.
  - 21.6. Review and update the list of societies.
  - 21.7. Review and update the list of student networks.
  - 21.8. Call an All-Members' Meeting, as outlined in Bye-Law 12 and the Articles.
  - 21.9. Any other responsibilities outlined in the Articles or the Bye-Laws.

### **Accountability Panels**

22. Accountability Panels shall be made up by the following, and shall serve on the panel for one academic year:
  - 22.1. An Officer Trustee, or equivalent, from another Students' Union.
  - 22.2. A minimum of three student members, recruited at the start of the academic year as decided by the Board of Trustees.

- 22.3. One of the College Presidents, appointed from within their number, who shall act as facilitator for the meeting.
- 22.4. A staff member with the remit for student voice or as appointed by the Chief Executive, who shall act as Secretary to the meeting.
23. There shall be a minimum of four Accountability Panels held for the Officer Trustees across the academic year.
24. Each Officer Trustee shall publish a report at least seven days before each panel updating on key activities and their yearly objectives.
25. The Accountability Panel Secretary shall invite panel members to request additional reports on matters relevant to the Officer Trustee's remit for inclusion at the next panel.
26. The quorum for accountability panels shall be 50% of the Accountability Panel membership plus one.
27. Accountability Panel shall offer comments and suggestions for improvement around Officer Trustee work.
28. All minutes and suggestions of Executive Committee and Accountability Panels shall be made public on the Union website.
29. Minutes of Accountability Panel can be used as the basis of a petition to remove an Officer Trustee.

### **Bye-Law 3: Students' Union Council (Presidents' Committee)**

*Please note Bye-Law 16: Temporary Arrangements when considering this bye-law.*

30. The Students' Union Council shall be referred to as the Presidents' Committee.
31. Full Members can submit an idea to create policy, change policy, and create or amend Bye-Laws or the Articles subject to approval from the Board of Trustees.
32. The purpose of policy is to help steer the work of the Union. This may be by stating the collective position of the Union on any given issue or mandating the Union to direct its work towards a particular set of actions.
33. Union Policy lasts for two years unless it is overturned, amended, or renewed.
34. Ideas shall be submitted online via the Union website.
35. The format of every received idea shall be:
  - a) Idea title;
  - b) 'What do you want to change?'
  - c) 'Why do you want to change it?'
  - d) 'What do you want the Union to do if this passes?'
36. Ideas must clearly state any relevant changes proposed to Articles or Bye-Laws either within the submission or supporting information.
37. Only Full Members may submit ideas.
38. Ideas with materially the same content cannot be discussed at Presidents' Committee twice in one academic year unless it has been deferred from a previous Presidents' Committee.
39. Presidents' Committee shall decide whether an idea is unacceptable as materially the same as those submitted previously and therefore decide whether this rule applies. This decision shall be made before the idea is discussed, by a full majority of Presidents' Committee.
40. Submitted ideas shall be sent to the next appropriate Presidents' Committee. Ideas submitted zero to four working days before Presidents' Committee shall be deferred to the next available Presidents' Committee.
41. Ideas shall be presented by a member of Union staff with a list of recommended actions.
42. Presidents' Committee membership shall consist of:
  - 42.1 RSU President (chair);
  - 42.2 RSU Vice President Education (deputy chair);
  - 42.3 RSU Vice President Welfare;
  - 42.4 Digby Stuart College President;
  - 42.5 Froebel College President;
  - 42.6 Southlands College President;

- 42.7 Whitelands College President.
43. Presidents' Committee quoracy shall be the above membership minus two. The RSU President or RSU Vice President Education must be present for the meeting to be considered quorate.
44. The agenda of Presidents' Committee shall be as follows:
  - 44.1 Consideration of ideas submitted;
  - 44.2 Consideration of feedback on ideas;
  - 44.3 Approval of referenda timelines;
  - 44.4 Any other business.
45. Presidents' Committee shall consider each submitted idea on the following points:
  - 45.1 If the idea is a matter of policy or service feedback;
    - a) In the case of service feedback, it shall be sent to the appropriate service for comment;
  - 45.2 If the idea poses any financial or legal risk to the Union;
    - a) If so, the idea shall be sent back to the proposer for amendment;
  - 45.3 Which students – reps, groups, networks – shall be contacted to gather feedback on the idea and how feedback shall be collated;
  - 45.4 Which public events, such as open meetings or 'calls for evidence', are appropriate to gather additional feedback;
  - 45.5 The timeline for feedback to be submitted to Presidents' Committee, which adheres to the maximum 30 term day timeline outlined in clause 51 of these Bye-Laws.
46. Presidents' Committee shall consider feedback on ideas on the following points:
  - 46.1 If they are satisfied with the quantity and quality of feedback received;
    - a) If not, the deadline for feedback may be extended;
  - 46.2 Whether there is consensus from the relevant student body to approve the Idea as Union Policy.
47. After these steps have been considered, members of Presidents' Committee in attendance shall vote to approve or reject each idea individually.
  - 47.1 At this stage, an idea must receive a supermajority of two-thirds of all votes cast to approve the idea as Union Policy;
  - 47.2 If an idea is not approved as per clause 47.1 of these Bye-Laws, a second vote shall be held to send the idea to referendum or reject outright. This decision shall be made by a simple majority. The Chair shall have the casting vote in the instance of a tie.
48. All Presidents' Committee votes and decisions shall be recorded and made public alongside clause 28 of these Bye-Laws.
49. Referenda as per clause 56 of these Bye-Laws shall take place within the same academic year, where possible, and shall be concluded by the end of the next trimester.

50. Ideas which are approved or rejected shall be sent to referendum after a successful petition is conducted, as outlined in Bye-Law 5, no later than the end of the next trimester.
51. Ideas must be approved, rejected, or sent to referendum within 30 term days of being initially discussed at Presidents' Committee.
52. Members can appeal decisions from Presidents' Committee as outlined in clause 62.1 of these Bye-Laws, no later than 14 term days after the decision has been made public.
53. Presidents' Committee shall meet at least once per month during term days.
54. The RSU President may call for additional meetings of the Presidents' Committee as required.

## **Bye-Law 4: Referenda**

55. The RSU President shall ensure any referenda take place as outlined in clauses 47-51 of these Bye-Laws and the Articles.
56. Referenda shall be required to consider a proposal to:
  - 56.1 Create Union Policy after an idea has been sent to referendum by Presidents' Committee;
  - 56.2 Create Union Policy after a petition has successfully triggered a referendum as per clause 62.1 of these Bye-Laws;
  - 56.3 Consider a motion of no confidence in an Officer Trustee or College President after a petition has successfully triggered a referendum as per clause 62.2 of these Bye-Laws.
57. Quoracy of referenda shall be 5% of the eligible voting Members. Spoiled or rejected ballots shall count towards the quorum however shall not be included when calculating referenda results.
58. Referenda as outlined in clauses 56.1 and 56.2 of these Bye-Laws shall pass if a simple majority of 50% plus one vote in favour.
59. Referenda as outlined in clause 56.3 of these Bye-Laws shall pass if a supermajority of two-thirds plus one vote in favour is achieved, and is also approved by the Board of Trustees in line with the Articles.
60. Referenda shall be conducted via secret ballot as outlined in the accompanying Standing Orders as agreed with the Returning Officer.
61. Full Members may campaign for or against a referenda item, in accordance with rules outlined in the relevant Campaigning Standing Orders.

## **Bye-Law 5: Petitions**

62. A petition can be requested by any Full Member who wants to trigger a referendum on any of the following:
  - 62.1 To appeal a decision made by the Presidents' Committee;
  - 62.2 To put a motion of no confidence in an Officer Trustee or College President.
63. The Union shall ensure the petition is open and available to sign by all Full Members within two working days. A petition will close at the same time of day, on the same day of the week, that it opened exactly one week later.
64. The Returning Officer shall ensure petitions are accessible for all Full Members of the Union to sign.
65. Full Members may campaign to encourage other students to sign the petition. This campaigning must be conducted in accordance with the campaign rules outlined in the relevant Campaigning Standing Orders.
66. When the petition closes, the Returning Officer shall confirm the total number of members who have signed the petition. In instances of duplicate or invalid student IDs or names, they shall be removed and discounted from the petition count.
67. Any petition to trigger a referendum or a motion of no confidence requires at least 5% of student member signatures.

## **Bye-Law 6: Elections**

### **Application**

68. These Bye-Laws will apply to all elections conducted by cross-campus ballot, and for all elections of Officers of the Union.

### **The Returning Officer**

69. The Board of Trustees will annually appoint appropriately qualified persons to act as the Returning Officer and Deputy Returning Officer. The Returning Officer will not be a current Member of the Union. For the purposes of this Bye-Law, any reference to the Returning Officer may also include the Deputy Returning Officer where duties have been delegated, unless otherwise specified.

70. Elections shall be overseen by the Returning Officer appointed by the Board of Trustees

71. The Returning Officer shall:

- 71.1. Be the final interpreter of the Elections Bye-Laws and any rules, regulations, and guidelines associated with the governance of elections.
- 71.2. Oversee the count and declare the results of the elections.
- 71.3. Set rules, regulations, and guidelines other than these Election Bye-Laws that govern the conduct of any election and ensure that elections are delivered in a free and fair manner.
- 71.4. Seek legal advice if they believe that statements made or the contents of publicity could leave the Union open to legal action.
- 71.5. Rule out of order any statement or content of any publicity which in the Returning Officer's view is in breach of the Articles of Association, the law, or any other appropriate rules and guidelines.
- 71.6. Be empowered to issue warnings and other appropriate sanctions to candidates and others in accordance with these Bye-Laws and any rules or regulations issued as per clause 71.3.
- 71.7. Deliver, or ensure the delivery, of appropriate training to all election candidates.
- 71.8. Make available an information pack to potential candidates for each election outlining relevant rules and procedures.
- 71.9. On the advice of the Deputy Returning Officer, take any necessary actions within their authority as Returning Officer.
- 71.10. With exception of the approval of election rules, verifying that elections have been delivered in a free and fair manner, and managing complaint appeals, they may delegate their duties to the Deputy Returning Officer.

### **Complaints**

72. The Returning Officer shall deal with complaints regarding the conduct of candidates, their supporters and campaigns, and the administration of the elections.

73. Complaints regarding the conduct of the Returning Officer shall be referred to the Board of Trustees. In the instance that a member of the Board of Trustees is involved in the election in question, they must absolve themselves of involvement in the complaint due to a conflict of interest.
74. Complaints regarding the conduct of the Returning Officer must be submitted within five working days of the close of voting. A working day is Monday – Friday and excludes weekends and bank holidays.
75. The Board of Trustees may order a re-run of the whole or part of the election should the complaint be upheld.

### **Elections Process**

76. The Returning Officer shall produce an election timetable that outlines:
  - 76.1. The process for nomination.
  - 76.2. Details for the submission of manifestos.
  - 76.3. Arrangements for the ballot.
77. The Returning Officer shall produce details of the arrangements for balloting and for complaints procedures and ensure that they are publicised to all Members eligible to stand, and/or vote.
78. Elections will be conducted in accordance with the rules outlined by the Electoral Reform Society for running elections by the Alternative Vote system for elections with one position available and the Single Transferable Vote system for elections with more than one position available.
79. The Returning Officer shall ensure that any additional details, or amendments to the arrangements, are publicised to all Members in a timely manner.

### **Nominations**

80. Nominations forms will be available to all Members eligible to stand.
81. It is the responsibility of candidates to ensure that nomination forms are completed accurately and submitted before the deadline.
82. The Returning Officer shall have the responsibility for declaring a submitted nomination form valid.
83. When the Returning Officer is satisfied, all valid nominations shall be confirmed with the candidates and published.

### **Manifestos**

84. Manifestos must be submitted by the date set out in the election timetable and must comply with any format requirements stipulated by the Returning Officer. A failure to submit a manifesto by the date set out in the election timetable will see the candidate proceed without an official manifesto published.
85. The Returning Officer will ensure that manifestos are available to voters at the point of ballot.

### **Campaign Publicity**

86. The Returning Officer will determine the allowance for publicity available to each candidate for each election.
87. The Returning Officer shall set out the maximum amount that candidates may spend on their own election campaign.
88. All candidates running for the same position shall have an equal publicity allowance.
89. The Returning Officer shall draw up regulations for the conduct of candidates' campaigns. Any breach of these regulations could lead to disqualification from the election.

### **Hustings**

90. The Returning Officer may arrange a hustings for candidates in an election.

### **Withdrawal**

91. Any candidate may withdraw from the election at any point by informing the Returning Officer in writing.

### **Voting**

92. The Returning Officer will ensure that all eligible Members of the Union are able to cast their vote.
93. The Returning Officer shall determine the method of voting and publicise it appropriately.
94. Voters shall be able to express their preference for as few or as many candidates as they wish subject to the instructions on ballot papers and the method of election used under clause 77.
95. Ballots shall bear the chosen name of each candidate, and of the position being contested.
96. The order of names on the ballot shall be decided by using an electronic system which ensures the order of names on the ballot is chosen at random.
97. There will be a facility for voting for "Re-Open Nominations".
98. For positions which require more than one candidate to be elected, if Re-Open Nominations receives the most votes, nominations must be re-opened for all positions.
99. Voting shall be by secret ballot.
100. Should the counting of votes result in a tie, the Returning Officer shall first order a recount. If the same result materialises, the Returning Officer shall determine the method by which the result is determined with reference to the Electoral Commission guidelines.

### **Declaration**

101. Results for the election shall be declared by the Returning Officer when the count for each post has been successfully completed.

102. A list of successful candidates will be published within one clear working day of the declaration of results, unless there is a reason to delay. In this case, a statement of explanation will be published on the Union's website.

**By-Elections and Co-Options**

103. If any Union Office falls vacant, the Board of Trustees shall determine if and when a by-election should be called.

## **Bye-Law 7: Board of Trustees**

104. Terms of office for the Members of the Board of Trustees shall be as described in the Articles.
105. The Chief Executive shall be responsible for the administration of all trustee appointment processes.
106. Ahead of recruitment for any External Trustee positions, a detailed person specification shall be agreed by the Board of Trustees to ensure the skill and experience requirements can be detailed in the recruitment process.
107. Student Trustees shall be elected by Presidents' Committee on nomination of the Appointment Committee.
  - 107.1 There shall be no more than three Student Trustees as outlined in the Articles;
  - 107.2 Student Trustees must be a student at the time of appointment and for the duration of their term;
  - 107.3 Student Trustees shall remain in office for a term of two years;
  - 107.4 A Student Trustee may serve a maximum of two consecutive terms.
108. Student Trustees are not eligible to be a member of Presidents' Committee nor submit ideas.
109. The Chair of the Board of Trustees shall be the RSU President, as per clause 16.2 of these Bye-Laws.
110. The details of how a Trustee resigns, is disqualified, or is removed shall be as described in the Articles, these Bye-Laws, and relevant Union policies.
111. The Appointments Committee shall consist of at least one Officer Trustee, one College President, and one Lay Trustee.
  - 111.1 Lay Trustees shall be appointed by a simple majority vote of the Appointments Committee and ratified by a simple majority vote of Presidents' Committee
112. All changes to the Bye-Laws or Articles require the approval of the Board of Trustees in line with the Articles.

## **Bye-Law 8: Removal of Student Representatives**

113. The period of office for Officer Trustees is outlined in clause 12 of these Bye-Laws and College Presidents in their relevant Standing Orders.
114. An Officer Trustee or College President may resign from any post or duties by writing to the relevant member of Union staff.
115. Any College President or other student representative, excluding Officer Trustees, who is absent, without written apologies, from two meetings of a body to which they have been elected or appointed to, shall be deemed to have resigned and may not serve on that body again during the remainder of that year of office, except in instances of a successful appeal as outlined in clauses 116 and 117 of these Bye-Laws.
116. Anyone who is deemed to have resigned in accordance with clause 115 of these Bye-Laws shall be entitled to appeal in writing to Executive Committee and shall not be present during the consideration of the appeal.
117. All appeals must be made within seven term days and must be resolved within an additional seven term days.
118. Any Officer Trustee resignation shall be conducted as outlined in the Articles.
119. Any elected representative may be removed from office by a resolution of the body that appointed them to that office. This shall be outlined in the role's Standing Orders.
120. Elected representatives, including Officer Trustees and College Presidents, can be removed from post via the motion of no confidence process laid out in clauses 67 and 56 to 61 of these Bye-Laws, and the Articles.
121. In instances of successful motions of no confidence, resignations will take place as soon as legally possible and in line with the Articles.
122. Any Officer Trustee or College President vacancy shall be filled in agreement with the Returning Officer and in accordance with the arrangements outlined within Bye-Law 6.
123. Any person deemed to have resigned following a resolution of no confidence shall be eligible to stand for re-election to complete their term of office.

## **Bye-Law 9: Complaints and Disciplinary Procedures**

124. All matters of a disciplinary nature shall be handled in accordance with the Union's Disciplinary policy.
125. All complaints and Appeals will follow the Union's policy on complaints.
126. All Union policies will be available on the Union's website.

## **Bye-Law 10: Recognised Societies**

127. Societies Committee shall be responsible for all matters relating to recognised societies of the Union.
128. Societies Committee shall be made up of:
  - 128.1 RSU President;
  - 128.2 A staff member with the remit of supporting societies;
  - 128.3 A student who holds a society committee position as laid out in clause 109 of these Bye-Laws;
  - 128.4 A senior manager of the Union or their nominee.
129. All societies will be ratified at Executive Committee after the new society forms have been submitted, as outlined in clause 21.6 of these Bye-Laws.
130. No society may be recognised if its objects, activities, or operations conflict with those of the Union.
131. All societies will be open to all Full Members of the Union.
132. Any society that wishes to be recognised by the Union shall:
  - 132.1 Provide a society constitution, which shall include:
    - a) Name of the society;
    - b) Aims and objectives of the society, which shall be within the charitable aim and objectives of the Union;
    - c) Provision for the election of a committee to include as a minimum a Chairperson, a Secretary, and a Treasurer;
    - d) The responsibilities of the committee;
    - e) Provision for an Annual General Meeting at which the committee shall be elected democratically by the members;
    - f) Provision for Union statement on equal opportunities.
  - 132.2 Attend training as provided by the Union and produce any required documents;
  - 132.3 Ensure all committee members sign agreements as outlined in the relevant Society Standing Orders;
133. All clubs and societies shall have a committee of minimum three full members, usually consisting of a Chairperson, Secretary, and Treasurer.
134. Each society committee is responsible for the day to day running, finances, and communication of the society to its members. Further responsibilities can be found in the relevant Society Standing Orders.
135. If all three committee positions laid out in clause 133 of these Bye-Laws are not filled by the end of an academic year, the society shall become dormant.
136. If the society committee elections are found to have not been held in line with these Bye-Laws, the society shall become dormant.

137. The Union holds the right to close down any society if it can be proven these Bye-Laws or relevant Society Standing Orders have not been followed.
138. Societies must adhere to relevant Society Elections Standing Orders.
139. Societies are expected to raise their own funds to finance their objects, activities, and operations. Societies must adhere to relevant Society Finance Standing Orders.

## **Bye-Law 11: Student Networks**

140. The Union shall support the creation and development of community-, liberation-, and interest-based student networks.
141. Student networks shall be defined and governed by the relevant Standing Orders and received by Executive Committee as outlined in clause 21.7 of these Bye-Laws.
142. Each college will have a community-based student network.
143. The college student network will be led the College Deputy Presidents who will be elected in accordance to Bye-Law 6: Elections.
144. Relevant student networks shall be identified and contacted as part of the consultation phase of ideas by Presidents' Committee, as outlined in clause 45.3 of these Bye-Laws.

## **Bye-Law 12: Annual Members' Meetings**

145. An Annual Members' Meeting (AMM) shall be held at least once per year in accordance with the Articles.
146. An AMM shall be called with at least 10 term days' written notice, which shall be sent to every Full Member.
147. The written notice shall include:
  - a) The time and date of the meeting;
  - b) The venue of the meeting;
  - c) The agenda and any associated papers.
148. An AMM agenda shall include, but is not limited to:
  - 148.1 Ratification of minutes from previous AMM;
  - 148.2 Receive Board of Trustees report on the Union's activities since the previous AMM;
  - 148.3 Receive the financial accounts of the Union from the previous financial year;
  - 148.4 Note the list of affiliations of the Union;
  - 148.5 Receive presentations from the Officer Trustees;
  - 148.6 Open opportunity for Full Members to ask questions to the Trustees.
149. The AMM shall be open to all Full Members.
150. Every Full Member has the right to attend and the right to vote.
151. A resolution put to vote during an AMM shall be decided by a show of hands, and every Full Member shall have one vote per item.
152. Every resolution put to vote at the AMM shall be decided by a simple majority of votes cast. The Chair shall have the casting vote in the instance of a tie.
153. AMM quoracy shall be 50 student members, excluding Trustees. No business shall be transacted unless a quorum is present.
154. Remote attendance of student members via conferencing arrangements shall count towards quoracy when made available.
155. If quorum is not reached present within 30 minutes from the start time appointed for the AMM, the AMM shall be adjourned to another such time and date which the Trustees deem appropriate, giving at least five term days' written notice to all Full Members.
156. The RSU President shall preside as Chair of the AMM. In their absence, the Officer Trustees in attendance shall appoint a Chair.
157. Additional meetings shall be convened at the written request from one of the following:
  - a) The Board of Trustees;
  - b) Executive Committee;
  - c) At least 200 student members.

## **Bye-Law 13: Finance Regulations**

158. The Union's financial year shall run from 1 August to 31 July and all committees and bodies of the Union shall maintain accounts for this period.
159. Presidents' Committee shall ratify the appointment of Auditors, who shall be chartered or incorporated accountants, who shall not be Trustees of the Union, members or employees of the Union, and who shall be approved by the University.
160. Audited accounts, together with the Auditor's Report, for each financial year shall be submitted and received at the AMM.
161. All authorisation of expenditures shall be as laid out in the relevant Finance Standing Orders.

## **Bye-Law 14: Amending the Articles and the Bye-Laws**

162. Amendments to the Articles shall be as outlined in the Articles.
163. Any amendments to the Bye-Laws require the approval from Presidents' Committee and the Board of Trustees before they take effect, as outlined in the Articles.
164. Any Full Member may propose amendments to the Bye-Laws or Articles by submitting an idea to Presidents' Committee. In this instance:
  - 164.1 Presidents' Committee shall determine steps to conduct feedback gathering and 'calls for evidence' within an agreed timeframe and as outlined in clauses 45-48 of these Bye-Laws;
  - 164.2 Work to review the Articles or Bye-Laws shall be mandated as Union Policy following a successful idea submission as outlined in clauses 47 and 58 of these Bye-Laws;
  - 164.3 In this instance, redrafting of these documents shall be produced in line with feedback gathered and in collaboration with both the idea proposer and the Board of Trustees;
  - 164.4 Executive Committee and the Board of Trustees may review and suggest recommendations to the review, in line with the Articles;
165. Executive Committee and the Board of Trustees may propose amendments to the Bye-Laws or Articles without following the steps outlined in clause 164 of these Bye-Laws, and in accordance with the Articles.

## **Bye-Law 15: Members' Code of Conduct**

### **Purpose**

166. This Bye-Law has been established to provide further details regarding the expectations of members' behaviour when participating in Students' Union activities, under Article 4 of the Articles of Association.
167. The Board will publish further codes of conduct related to specific services provided by the Union as required.

### **Principles**

168. All Members of the Union (including ratified Student Groups) shall be expected to abide by the Articles of Association and its Bye-Laws at all times.
169. The Union has agreed the following principle-based Code of Conduct relating to the behaviour of members and guests while on Union premises and engaged in Union activities. Members and opted out students shall be liable for the conduct of any guests on the premises and may be subject to disciplinary proceedings accordingly.
170. Members are expected to:
  - 170.1 Conduct themselves in a reasonable and responsible manner at all times, in a way that characterises mutual respect and understanding for all members of the community.
  - 170.2 Conduct themselves in a way that promotes the values of the Union, taking into account public perception and the external reputation of the organisation.
  - 170.3 Treat all Union (and University) property with respect, and not interfere with other peoples' enjoyment of Union facilities or events.
  - 170.4 Adhere to relevant policies, procedures, rules and regulations of the Union, including (but not limited to): equality and diversity, health and safety and financial regulations.
171. Comply with the reasonable requests of Union and University staff where appropriate.

## **Bye-Law 16: Temporary Arrangements**

### **Purpose**

172. This Bye-Law has been established to ensure the Union can continue to operate democratically during the 2025/26 academic year following two Officer Trustee roles falling vacant.

### **Bye-Law 2: Officer Trustees - Executive Committee**

173. Executive Committee is suspended.

174. Accountability Panels are suspended. Accountability should take place within Presidents' Committee.

### **Bye-Law 3: Students' Union Council (Presidents' Committee)**

175. The membership of Presidents' Committee will be amended and shall consist of:

- 175.1 RSU President (Chair)
- 175.2 Digby Stuart College President
- 175.3 Digby Stuart College Deputy President
- 175.4 Froebel College President
- 175.5 Froebel College Deputy President
- 175.6 Southlands College President
- 175.7 Southlands College Deputy President
- 175.8 Whitelands College President
- 175.9 Whitelands College Deputy President