

**CONSTITUTION FOR THE ARTS UNIVERSITY BOURNEMOUTH STUDENTS' UNION PUBLISHED:**

**May 2024**

**Version 3 Constitution**

**of**

***Arts University Bournemouth Students' Union***  
***(AUBSU)***

**(An Unincorporated Association)**

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**Constitution of**  
**Arts University Bournemouth Students' Union**

**BACKGROUND**

- A. **Arts University Bournemouth Students' Union** (The "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Members.
- B. The Union will seek at all times to:
- i. ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation;
  - ii. pursue its aims and objectives independent of any political party or religious group; and
  - iii. pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- C. This Constitution has been structured to give the Board of Trustees reasonable authority to oversee the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.
- D. Under the Education Act 1994, the Arts University Bournemouth has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside the Arts University Bournemouth in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Members are met.

**Definitions and Interpretation**

1. The meanings of any defined terms used in this Constitution are set out in Clause [108]. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

**Name**

2. There shall be a students' union in the name of Arts University Bournemouth Students' Union (and in this Constitution it is called "the Union").

## **Objects**

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

## **Powers**

4. To further its objects, but not to further any other purpose, the Union may:
  - 4.1 provide services and facilities for Members;
  - 4.2 establish, support, promote and operate a network of student activities for Members;
  - 4.3 support any RAG (Raising and Giving) or similar fundraising activities carried out by its Members for charitable causes, within the terms of the University's Code on Freedom of Speech. Such support may include the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
  - 4.4 alone or with other organisations:
    - 4.4.1 carry out campaigning activities;
    - 4.4.2 seek to influence public opinion; and
  - 4.4.3 make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
  - 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
  - 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
  - 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
  - 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;

- 4.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 4.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 4.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 4.14 raise funds and invite and receive contributions from any person, within the terms of the University's Code on Freedom of Speech, provided that the Union shall not carry out any taxable trading activities in raising funds;
- 4.15 where explicitly approved by the Vice-Chancellor of the University, borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993; and only where the terms are also approved by the Vice-Chancellor);
- 4.16 set aside funds for special purposes or as reserves against future expenditure;
- 4.17 trade in the course of carrying out any of its objects;
- 4.18 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:
  - 4.18.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  - 4.18.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
  - 4.18.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and
- 4.19 do all such other lawful things as shall further the Union's objects.

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

- 5.1 The income and property of the Union shall be applied solely towards the promotion of its objects.
- 5.2 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:
- 5.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;
  - 5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause [5.3] shall apply;
  - 5.2.3 Any reasonable and proper rent for premises let by any Member to the Union.
- 5.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
- 5.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
  - 5.3.2 reasonable and proper out of pocket expenses of the Trustees;
  - 5.3.3 reasonable and proper remuneration to any Sabbatical Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:
    - 5.3.3.1 for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and Connected Persons under contracts of employment with the Union;
    - 5.3.3.2 subject to Clause [5.3.3.1], the authorisation under this provision shall not extend to the service of acting as Trustee;
    - 5.3.3.3 if the person being remunerated is a Trustee the procedure described in Clause [86] (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;
    - 5.3.3.4 if the person being remunerated is a Connected Person the procedure described in Clause [86] (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
    - 5.3.3.5 subject to Clause [5.5], this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
    - 5.3.3.6 at all times the provisions of the Education Act are complied with;

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

5.3.5 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause [4.18];

5.3.6 any payments made to any Trustee or officer under the indemnity provisions set out at Clause [106]; and

5.3.7 any payments authorised in writing by the Charity Commission.

5.4 In Clauses [5.2] and [5.3], references to the Union shall be read as references to the Union and/or any Subsidiary Company.

5.5 Where a vacancy arises on the Board of Trustees with the result that Clause [5.3.3] applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with Clause [5.3.3] provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## **Amendments to the Constitution**

6. The Trustees and Arts University Bournemouth governing board shall review this Constitution at least every five years, with effect from the date that this Constitution comes into effect.

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

8. Clause [3] (Objects) and Clause [5] (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.

9. Save where the amendment to the Constitution is a consequential amendment due to a change in the Bye-Laws (for example, the number or heading names of Clauses), the Constitution may be amended by:

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

a resolution passed by a 75% majority of the Members present voting in a Referendum provided that at least 5% of the membership) cast a vote in the Referendum, provided Arts University Bournemouth governing board approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

## **Membership**

### Members

10. The Members of the Union shall be as follows:

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

- 10.2 the Sabbatical Officers of the Union.
11. Membership shall not be transferable. A Member shall automatically cease to be a Member of the Union if:
- 11.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with Arts University Bournemouth is revoked by Arts University Bournemouth;
  - 11.2 they cease to be a Sabbatical Officer;
  - 11.3 they opt out of membership by giving written notice to the Union in accordance with the Bye-Laws; or
  - 11.4 a decision is made to remove him or her from membership of the Union in accordance with AUB's disciplinary policy .
12. Members' details shall be entered in a register of Members.
13. Members of the Union shall be entitled to the benefits set out in the Code of Practice.

#### Associate Members

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

#### Code of Conduct

16. The Trustee Board will establish and monitor a "code of conduct" that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Union.
17. The code of conduct may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of any or all of the rights and privileges of membership, including the holding of office.

#### Referenda

18. A Referendum may be called on any issue by:
- 18.1 a resolution of the Trustees;
  - 18.2 a majority vote of the executive committee, Student Council; or
  - 18.3 a Secure Petition signed by at least 50 Members or 1% of the membership (whichever is greater)



19. A resolution may only be passed by Referendum if at least 5% of the membership cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.
20. Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.
21. Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set either by the Members in general meeting or by the Student Council.

## **General Meetings**

### Annual General Meeting

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

### Other General Meetings

23. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 15 Members having the right to attend and vote at general meetings.

### Location of Meetings

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

### Length of Notice

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

### Contents of Notice

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

### Service of Notice

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

### Quorum

28. No business shall be transacted at any general meeting unless a quorum is present. 50 persons or 1% of the membership (whichever is greater) entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.
29. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

### Chair

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

### Attendance

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

### Adjournment

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

## Votes of Members at General Meetings

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

## **Trustees**

### Appointment of Trustees

35. The Trustees shall be made up of the following persons:
  - 35.1 not more than two Sabbatical Trustees, elected in accordance with Clauses [36] and [37];
  - 35.2 not more than four Student Trustees, elected in accordance with Clause [ 44]
  - 35.3 Not more than ten External Trustees, appointed in accordance with Clause [46].
  - 35.4 Not more than one University Trustee, appointed in accordance with

### Sabbatical Trustees and Officers

36. The Sabbatical Officers shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws.
37. Up to two Sabbatical Officers shall be elected in accordance with Clause [36] to posts specified in the Bye-Laws and each of these Sabbatical Officers shall also hold office as a Sabbatical Trustee until they cease to be a Sabbatical Officer in accordance with Clause [91] or ceases to be a Sabbatical Trustee in accordance with Clauses [53] or [54]. Except where otherwise indicated, references in this Constitution to "Sabbatical Trustees" are to individuals acting solely in their capacity as Sabbatical Trustees. Other Sabbatical Officers may be elected in accordance with Clause [36] to such other posts as may be specified in the Bye-Laws from time to time but such Sabbatical Officers will not also hold office as Sabbatical Trustees.
38. The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office will commence on the Monday following Graduation, and will conclude on the Friday of Graduation in the following year, although the contract runs for 54 weeks to provide a final two weeks for handover to incoming officers. Subject to a transitional change in the year of office, a Sabbatical Officer 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, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.
39. Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of his or her election. In accordance with Clause [10.2], each Sabbatical Officer shall become a Member of the Union on commencement of his or her appointment or re- appointment as a Sabbatical Officer. Such membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.

40. The Sabbatical Officers shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.
41. At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Union for a term to be determined by this Constitution. The duties and method of remuneration of each Sabbatical Trustee shall be as set out in the Bye-Laws.

#### Student Trustees

42. Subject to Clause [45] below, up to four Student Trustees shall be elected by secret ballot by the Members (from such persons as have been nominated by the Appointments Committee) at an election to be held in accordance with the Bye-Laws. Students may also be approached by an existing trustee member or associate after which a vote of all trustees will complete the appointment.
43. Each Student Trustee must be a Student at the commencement of his or her term of study (and shall continue to be a Student for the duration of his or her term as a Student Trustee).
44. Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
45. A Student Trustee may serve a maximum of two consecutive terms.

#### External Trustees

46. Up to four External Trustees shall be appointed by a simple majority vote of the Appointments Committee. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Council.
47. Unless their appointment is terminated in accordance with Clauses [52], [54] External Trustees shall remain in office for a term of up to three years commencing in accordance with the Bye-Laws.
48. External Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive.
49. The Board of Trustees can invite any further suitable candidate to be a Trustee, including their own replacements. This candidate will then be voted in by the Appointments Committee.

#### University Trustee

50. Up to one University Trustee shall be appointed by a recommendation of the University and the Chair of the Trustee Board.
51. Unless their appointment is terminated in accordance with clauses [52] or [54] University Trustees will remain in office for a term of up to three years commencing in accordance with the Bye-Laws.

#### Disqualification, Resignation and Removal of Trustees

52. The office of a Trustee shall be vacated if:
  - 52.1 they become prohibited by law from being a charity trustee;
  - 52.2 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer or resigns an employee of the Union;

52.3 in the case of a Student Trustee, they cease to be a Student;

52.4 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from membership of the Union in accordance with the Union's code of conduct;

- 52.5 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);
- 52.6 they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they be removed for this reason; or
- 52.7 they are removed from office under Clauses [51] or [52].

#### Removal of Trustees by the Members or the Student Council

53. The office of a Trustee shall be vacated if:
- 53.1 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% of the membership cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 50 Members or 1% of the membership (whichever is greater); or
- 53.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 50 Members or 1% of the membership (whichever is greater).

#### Removal of Trustees by the Board

54. The office of External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause [78].

#### Replacement of Trustees

55. If a Sabbatical Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.
56. If a Sabbatical Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall be filled in accordance with the Bye-Laws. Any person elected under this Clause may be required to assume the responsibilities of the Sabbatical Trustee.
57. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause [42].
58. If an External Trustee resigns, is disqualified or removed from office, an External Trustee shall be appointed to the vacancy in accordance with Clause [49].

#### Powers of the Trustees

59. The Board of Trustees shall be responsible for the governance and oversight of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

60. No alteration of this Constitution or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
61. The Board's powers under Clause [57] shall include but not be limited to responsibility for:
  - 61.1 the governance of the Union;
  - 61.2 the budget of the Union; and
  - 61.3 the strategy of the Union.
62. The Board of Trustees may override any decision or Policy made by the Members in general meeting or Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
  - 62.1 has or may have significant or negative financial implications for the Union;
  - 62.2 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);
  - 62.3 is not or may not be in the best interests of the Union or all or any of its charitable objects;
  - 62.4 or will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause [59].
63. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause [78], the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
64. 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:
  - 64.1 was not properly appointed;
  - 64.2 was disqualified from holding office;
  - 64.3 had vacated office; or
  - 64.4 was not entitled to vote.

#### Delegation of Trustees' powers

65. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.
66. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with the conditions set out in this Constitution.

#### Delegation to committees

67. In the case of delegation to committees:

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

67.2 subject to Clause [71], the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

67.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;

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

67.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

68. The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses [63] and [64]:

68.1 Executive Committee (as further described in Clause [89]); and

68.2 Appointments Committee, comprising the Chair or Deputy Chair, the President, the Vice-President and one nominee of the Arts University Bournemouth to appoint external and student trustees to the Board.

#### Day-to-day management of the Students' Union

69. The Arts University Bournemouth appoints, employs and supports staff to support the operation of the Students' Union. Whilst these staff are part of the University's line management structure, priorities are set by the elected officers, who are supported by the appointed staff. Staff must ensure that all activities of the Students' Union are in accordance with the constitution, charities law, and the regulations of the University.

70. Student officers will in all cases be involved in the appointment of staff to the Students' Union office. For the avoidance of doubt, the University Secretary will act as a point of reference to advice and support the established staff on matters relating to the constitution and the law.

#### Bank Account

71. For the avoidance of doubt, the Trustees may (in accordance with Clauses [63] and [64]) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

#### Proceedings of Committees



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

### **Proceedings of Trustees**

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

#### Trustees' meetings

74. The Trustees shall hold a minimum of three meetings in any Academic Year.
75. Two Trustees may call a meeting of the Trustees.
76. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

#### Length of notice

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

#### Contents of notice

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

#### Service of notice

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

#### Quorum

80. The quorum for Trustees' meetings shall be four and such quorum must include at least one Sabbatical Trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be six.

#### Chair and Deputy Chair

81. The Chair of the Board of Trustees will normally be the SU President, unless they should choose to step down, in which case the chair shall be an external trustee nominated by the Board and ratified by the Board of Governors of the Arts University Bournemouth.
82. An external trustee shall be the Deputy Chair, subject to clause [79]. The role of the Deputy Chair will be to support the Chair.

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

#### Decision making by Trustees at meetings

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

#### Virtual meetings

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

#### Trustee decisions without a meeting

86. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
87. A Trustees' resolution which is made in accordance with Clause [84] shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held, provided the following conditions are complied with:

87.1 approval from each Trustee must be received by one person being either such person as all the Trustees shall 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;

87.2 following receipt of response 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 Clause;

87.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

87.4 the Recipient prepares a minute of the decision in accordance with Clause [97].

#### Conflicts of Interest

88. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause [84] (Trustee decisions without a meeting) and a Trustee has a Personal Interest in respect of that matter then they must:

88.1 declare his or her interest to the Trustees;

88.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

88.3 not be counted in the quorum for that part of the meeting or decision-making process; and

88.4 withdraw during the vote and have no vote on the matter.

89. If any question arises as to whether a Trustee has a Personal Interest, the question shall be decided by a majority decision of the other Trustees.
90. In particular, Clause [87] shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be remunerated as an employee by the Union.

### **The Executive Committee**

91. Unless the Trustees determine otherwise, the Executive Committee shall include:
  - 91.1 the Sabbatical Officers; and
  - 91.2 the Part-Time Officers.
92. The Executive Committee shall meet in accordance with the Bye-Laws. The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Clause [57] 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.

Established staff of the Students' Union may attend meetings of the Executive Committee at the request of the Executive Committee.

### Removal of Elected Officers

93. An Elected Officer shall be removed from office if:
  - 93.1 they resign or die;
  - 93.2 They are removed from office as an Elected Officer by:
    - 93.2.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Members voting in a Referendum, provided that at least 5% of the membership cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 50 Members or 1% of the membership (whichever is greater); or
    - 93.2.2 a motion of no confidence in the Elected Officer is passed by a two thirds majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 50 Members or 1% of the membership (whichever is greater);

provided that, in the case of a Sabbatical Officer, such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

## **Student Council**

94. The Student Council shall have the authority to:
- 95.1 put forward or nominate future Student Trustees to the board for consideration.
  - 95.2 represent the voice of the Students;
  - 95.3 subject to Clause [60], set the Policy of the Union and refer Policy to Referenda of the Members or to the Members in a general meeting (in accordance with the Bye-Laws);
  - 95.4 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Clause [95];
95. receive a quarterly report from the Trustees
96. The composition and proceedings of the Student Council shall be set out in the Bye- Laws. No Member may hold more than one seat on the Student Council at any one time.

## **Bye-Laws**

97. The Trustees and the Student Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution.

## **General**

### Irregularities

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

### Minutes

99. The Trustees shall keep minutes of:
- 99.1 all proceedings at general meetings of the Union and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and
  - 99.2 all resolutions of the Members and of the Trustees and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings or the resolution.
100. The minutes of the meetings referred to in Clause [97] above shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters.

101. Copies of the minutes shall also be kept in the Union's offices.

#### Accounts and Reports

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

103. The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause [100].

#### Notices

104. Subject to Clause [103], any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

105. The Union may give any notice to a Member either:

105.1 personally;

105.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;

105.3 by leaving it at the address of the Member;

105.4 by electronic communication to the Member's address; or

105.5 by posting it on the Union's website.

106. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

107. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union's website at the expiration of 48 hours after it was posted.

#### Indemnity

108. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which they are acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

#### Trustees' Indemnity Insurance

109. The Trustees shall have power to resolve pursuant to Clause [4.18] to effect trustees' indemnity insurance, despite their interest in such policy.

## Definitions and Interpretations

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

	<b>Term</b>	<b>Meaning</b>
a.	“Academic Year”	the academic year commences on the first Monday in July each year; the undergraduate year normally commences in September. The dates are provided in the academic calendar;
b.	“Appointments Committee”	the committee set up to appoint external and student trustees
c.	“Board of Trustees” or “Board”	the board of Trustees of the Union;
d.	“Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause [95];
e.	“Chair”	the chair of the Board of Trustees, who shall be an external trustee in accordance with Clause [79];
f.	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
g.	“Code of Practice”	the code of practice relating to Arts University Bournemouth’s obligations under Section 22 of the Education Act;
h.	“Connected Person”	any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
i.	“Constitution”	this constitution of the Union;
j.	“Deputy Chair”	the deputy chair of the Board of Trustees, who shall be be the President of the Students’ Union in accordance with Clause [80];
k.	“Education Act”	the Education Act 1994;
l.	“Elected Officers”	the Sabbatical Officers and the Part-Time Officers;
m.	“the Executive Committee”	means the Sabbatical Officers and the Part-Time Officers;
n.	“External Trustee”	a Trustee appointed in accordance with Clause [46] 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;
o.	“in writing”	means written, printed or transmitted writing including by electronic communication;

p.	“Members”	members of the Union being Students at Arts University Bournemouth as further defined in Clause [10] and the Sabbatical Officers;
q.	“NUS”	National Union of Students;
r.	“Office”	the head office of the Union;
s.	“Part-Time Officers”	the Members elected to be officers of the Union while continuing their studies at Arts University Bournemouth;
t.	“Personal Interest”	a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society);
u.	“Policy”	representative and campaigning policy set by Referenda or the Student Council in accordance with Clauses [18] to [21] and Clause [95.3] respectively or by the Members in general meeting;
v.	“President”	the president of the Union, as elected by the Members in accordance with the Bye-Laws;
w.	“RAG”	the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;
x.	“Referendum”	a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;
y.	“Sabbatical Officers”	the individuals elected in accordance with Clause [36] (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act);
z.	“Sabbatical Trustee”	a Trustee elected in accordance with Clauses [36] and [37];
aa.	“Secure Petition”	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
bb.	“Student”	any individual who is formally registered for an approved programme of study provided by Arts University Bournemouth. For the avoidance of doubt, Arts University Bournemouth shall determine whether or not an individual has student status;
cc.	“Student Council”	the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Union;
dd.	“Student Trustee”	a Trustee elected in accordance with Clause [42] who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder;
ee.	“Subsidiary Company”	any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
gg.	“Trustee” and “Trustees”	the Sabbatical Trustees, the Student Trustees and the External Trustees;
hh.	“Union”	Arts University Bournemouth Students’ Union; and

- ii. “Arts University Bournemouth” Arts University Bournemouth was incorporated in 1992 and became independent in 1993 in accordance with the Further and Higher Education Act of 1992.
111. Words importing the singular shall include the plural and vice versa.
112. Any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.