



Constitution

of

Undeb Aberystwyth

(An Unincorporated Association)

Background

Undeb Aberystwyth known formerly as Aberystwyth University Students' Union, is a students' union within the meaning of the Education Act 1994. Undeb Aberystwyth is devoted to the educational interests and welfares of its members.

Undeb Aberystwyth will seek at all times to:

- a. ensure that the diversity of its membership is recognised, and that equal access is available to all Members of whatever origin or orientation;
- b. pursue its aims and objectives independent of any political party or religious group; and
- c. pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.

This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of Undeb Aberystwyth 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.

Under the Education Act 1994, Aberystwyth University has a statutory duty to ensure that Undeb Aberystwyth operates in a fair and democratic manner and is held to proper account for its finances. Undeb Aberystwyth therefore works alongside Aberystwyth University in ensuring that the affairs of Undeb Aberystwyth are properly conducted and that the educational and welfare needs of the Undeb Aberystwyth Members are met.

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1. Definitions and Interpretation

The meanings of any defined terms used in this Constitution are set out in Clause 116. If any dispute arises in relation to the interpretation of this Constitution or any of the Schedules and Regulations, it shall be resolved by the Board of Trustees.

2. Name

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

3. Objects

Undeb Aberystwyth's object is the advancement of education of Students at Aberystwyth University for the public benefit by:

- 3.1 promoting the interests and welfare of Students at Aberystwyth University during their course of study and representing, supporting and advising Students;
- 3.2 being the recognised representative channel between Students and Aberystwyth University or any other external bodies and
- 3.3 Providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its students.

4. Powers

To further its object, but not to further any other purpose, Undeb Aberystwyth may:

- 4.1 Provide services and facilities for Members;
- 4.2 Establish, support, promote and operate a network of student activities for Members;
- 4.3 Support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 4.4 Alone or with other organisations:
 - 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 Undeb Aberystwyth complies with the 1994 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 Undeb Aberystwyth's object, 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 Undeb Aberystwyth's objects;
- 4.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so
- 4.14 raise funds and invite and receive contributions from any person provided that Undeb Aberystwyth shall not carry out any taxable trading activities in raising funds;
- 4.15 borrow and raise money on such terms and security as Undeb Aberystwyth may think suitable (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.18 make grants or loans of money and give guarantees;
- 4.19 set aside funds for special purposes or as reserves against future expenditure;
- 4.20 invest and deal with Undeb Aberystwyth's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - a) the investment policy, approved by simple majority of the Trustees, is set down in writing for the financial expert
 - b) every transaction is reported promptly to the Trustees;
 - c) the performance of the investment 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;
- 4.22 arrange for investments or other property of Undeb Aberystwyth to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 4.25 trade in the course of carrying out any of its objects;
- 4.26 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.27 subject to Clause 5 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 4.28 grant pensions and retirement benefits to employees of Undeb Aberystwyth and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of Undeb Aberystwyth and their dependants;
- 4.29 pay out of the funds of Undeb Aberystwyth 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 Undeb Aberystwyth provided that no such insurance shall extend to:
- a) any claim arising from any liability incurred by the Trustee or 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 Trustee or 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
 - c) any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustee or Trustees knew (or must reasonably be assumed to have

known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and

4.30 Do all such other lawful things as shall further Undeb Aberystwyth's objects.

5 Limitation on Private Benefits

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

5.2 Except as provided below no part of the income and property of Undeb Aberystwyth may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member (as defined in Clause 15) of Undeb Aberystwyth. This shall not prevent any payment in good faith by Undeb Aberystwyth of:

- a) Any payments made to any Member in their capacity as a beneficiary of Undeb Aberystwyth;
- b) reasonable and proper remuneration to any Member for any goods or services supplied to Undeb Aberystwyth provided that if such Member is a Trustee Clause 5.3 shall apply;
- c) interest on money lent by an Member to Undeb Aberystwyth at a reasonable and proper rate; and
- d) Any reasonable and proper rent for premises let by any Member to Undeb Aberystwyth

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

- a) any payments made to any Trustee or Connected Person in their capacity as an employee of Undeb Aberystwyth;
- b) reasonable and proper out of pocket expenses of the Trustees;
- c) reasonable and proper remuneration to any Sabbatical Trustee or Connected Person for any goods or services supplied to Undeb Aberystwyth on the instructions of the Trustees provided that:

5.3.c.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 Undeb Aberystwyth;

5.3.c.2 subject to Clause c)5.3.c.1, the authorisation under this provision shall not extend to the service of acting as Trustee;

- 5.3.c.3 if the person is remunerated is a Trustee the procedure described in Clause 28 (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.c.4 if the person being remunerated is a Connected Person the procedure described in Clause 28(Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- 5.3.c.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.c.6 at all times the provisions of the Education Act are complied with;
 - d) interest on money lent by any Trustee or Connected Person to Undeb Aberystwyth at a reasonable and proper rate;
 - e) any reasonable and proper rent for premises let by any Trustee or Connected Person to Undeb Aberystwyth;
 - f) reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 45;
 - g) any payments made to any Trustee or officer under the indemnity provisions set out at Clause 45; and
 - h) any payments authorised in writing by the Charity Commission.
- 5.4 In Clauses 5.2 and 5.3, references to Undeb Aberystwyth shall be read as references to Undeb Aberystwyth and/or any Subsidiary Company.
- 5.5 Where a vacancy arises on the Board of Trustees with the result that Clause 5.3c) 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 5.3c) provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

6. Incorporation

The Members at any Meeting or by an All Student Vote may authorise the Trustees to transfer the assets and liabilities of Undeb Aberystwyth to a limited liability entity established for exclusively charitable purposes with the same or similar objects, and to dissolve Undeb Aberystwyth at any time following the transfer if it is considered appropriate to do so. Such a transfer may only take place following receipt of written approval from Aberystwyth University's governing body.

7 Dissolution

If any property remains after Undeb Aberystwyth 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 Undeb Aberystwyth. It shall instead be given or transferred to Aberystwyth University.

8. Amendments to the Constitution

The Trustees and Aberystwyth University shall review this Constitution every five years, with effect from the date that this Constitution comes into effect. 8.1 Motions amending the Constitution, Schedules, Bye-Laws and Regulations may only be submitted by Ordinary Members or Trustees of Undeb Aberystwyth.

8.2 No amendment of this Constitution shall be made which would have the effect of Undeb Aberystwyth ceasing to be a charity.

8.3 Clause 3 (Objects) and Clause 5 (Limitation on Private Benefits) may not be amended without the prior written consent of the Charity Commission.

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

8.4.1 a motion of the Members passed at a Meeting (Senedd, Annual General Meeting, or Special General Meeting) by at least 75% of those present and voting; or

8.4.2a motion passed by a simple majority of the Members voting in an All Student Vote provided that at least 500 Ordinary Members cast a vote in the All Student Vote provided Aberystwyth University's governing body approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

9 Schedules and Bye-Laws

The Board of Trustees, a Senedd Meeting, Annual General Meeting, or Special General Meeting shall individually have the power from time to time to make, repeal or amend Schedules and Bye-Laws as

to the management of the Union and its working practices provided that such Schedules and Bye-Laws shall not be inconsistent with this Constitution.

10 Irregularities

The proceedings at any meeting or the passing of a motion 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.

11 Membership

11.1 Members

Unless otherwise stated, members shall refer to Ordinary, Associate and Honorary Members of Undeb Aberystwyth.

11.2 Ordinary Members

11.2.1 The Ordinary Members of Undeb Aberystwyth shall be:

- A) Each and every Student registered as pursuing a course at Aberystwyth University, who has not opted out by notifying Undeb Aberystwyth of their wish not to be a Member of Undeb Aberystwyth; and
- B) The Officer Trustees of Undeb Aberystwyth.

11.2.2 Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of Undeb Aberystwyth if:

- a) they cease to be a Student registered as pursuing a course at Aberystwyth University;
- b) they cease to be an Officer Trustee;
- c) they opt out of membership by giving written notice to Undeb Aberystwyth in accordance with The University Code of Practice on the Students' Union.

d) in the case of Members other than the Officer Trustees, a motion is passed with a simple majority at a meeting of the Trustees at which at least half of the Trustees are present, resolving that the Member be expelled on the ground their continued membership is harmful to or is likely to become harmful to the interests of Undeb Aberystwyth. Such a motion shall not be passed unless the Member has been given at least 14 clear days' notice that the motion is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

11.2.3 A Register of Ordinary Members, all of whom shall be registered as students in Aberystwyth University, shall exist.

11.2.4 Ordinary Members of Undeb Aberystwyth shall be entitled to the benefits set out in the Code of Practice.

11.3 Associate Members

11.3.1 Senedd may elect to and remove from associate membership of Undeb Aberystwyth such persons as they consider being appropriate. Senedd shall determine the form of application for associate membership, and associate membership shall be subject to such rights and obligations as the Senedd consider appropriate.

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

11.4 Honorary Members

11.4.1 The Annual General Meeting may elect to award honorary life membership of Undeb Aberystwyth to such persons as they consider being fit. The Senedd shall determine the form of application for honorary membership, and honorary life membership shall be subject to such rights and obligations as the Senedd consider appropriate.

11.4.2 Honorary life members shall not be Ordinary Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

12 Meetings

Unless otherwise stated, meetings shall refer to Annual General Meetings, Special General Meetings or Senedd

12.1 Annual General Meeting

Undeb Aberystwyth shall hold an Annual General Meeting once in each academic year. The annual general Meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Ordinary Members to attend. Not more than 18 months shall pass between the date of one Annual General Meeting and the next.

12.2 Special General Meetings

12.2.1 The Trustees may call a special general meeting of Undeb Aberystwyth at any time.

12.2.2 The Trustees must call a special general meeting of Undeb Aberystwyth if requested to do so in writing by one tenth of the membership,. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

12.3 Senedd

12.3.1 The Senedd shall meet at such time and place as the Trustees shall determine (but subject to Schedule 1.1 Senedd). The Trustees shall call a Meeting of the Senedd on receiving a request to that effect signed by at least 100 Ordinary Members. But no Senedd Meeting shall be held during any vacation time or during any exam period.

12.3.2 The Senedd:

- a) shall represent the voice of the Students;
- b) may, subject to Clause 14.10, set the Policy of Undeb Aberystwyth and refer Policy to an All Student Vote of the Ordinary Members (in accordance with Schedule 1.4);

C) May make, repeal and amend the Constitution, Schedules, Bye-Laws and Regulations (in accordance with Clause 8.4 and subject to Schedule 1.1);

D) Receive and ratify a report from the Trustees; and

E) Receive and ratify a report from the Full-time Officers.

12.3.3 The proceedings of Meetings shall be as set out in Schedule 1.

12.4 Meeting Provisions

12.4.1 Membership

6 Membership of the Senedd shall be as outlined in Schedule 1.2

12.4.2 Location of Meetings

'Meetings may be carried physically and/or online as long as all participants are able to simultaneously interact with each other. Where meetings are neither fully physical, nor fully online, participants must indicate by majority vote that they are satisfied with the set-up and technology'

12.4.3 Length of Notice

Every Meeting shall be called by at least 14 clear days' written notice. The notice must state a deadline for the submission of motions, which must be no more than three clear days before the date of the Meeting.

12.4.3.1 The chair of a Meeting will have the power to reduce the amount of time required for written notice should urgent circumstances require it.

12.4.4 Contents of Notice

Every Meeting shall specify the place, date 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:

- a) ratification of minutes of previous AGM;

- b) receiving the report of the Trustees on Undeb Aberystwyth's activities since the previous AGM;
- c) receiving the accounts of Undeb Aberystwyth for the previous financial year;
- d) appointment of the auditors;
- e) approving the list of affiliations of Undeb Aberystwyth; and
- f) open questions to the Trustees by the Members.

12.4.5 Service of Notice

Notice of Meetings shall be available to every Ordinary Member, to the Trustees, the appointed officer at Aberystwyth University and any patron of Undeb Aberystwyth.

12.4.6 Quorum

No business shall be transacted at any Meeting unless a quorum is present. In the case of a Senedd Meeting, 50% of the people entitled to vote upon the business to be transacted shall be a quorum. In the case of an Annual General Meeting, 100 persons entitled to vote upon the business to be transacted shall be a quorum.

12.4.6.1 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 following week at the same time and place, or to such other date, 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 constitute a quorum.

12.4.7 Chair

Subject to the provisions of Schedule 1.1, the Union Chairperson shall preside as chair of every Senedd, Annual General Meeting, or Special General Meeting.

12.4.8 Attendance at Meetings

Every Trustee and Member may attend and speak at any Senedd, Annual General Meetings, and Special General Meetings.

12.4.8.1 The Chair may, by resolution of a Meeting, permit any other person to attend and speak at that Meeting.

12.4.9 Adjournment of meetings

The Chair may, by resolution of a Meeting, adjourn that Meeting or 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.

12.4.9.1 Provided that where a Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given, if it is adjourned for thirteen days or less, at least two 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.

12.4.10 Votes at Meetings

- A) Only Senedd Members shall have the right to vote at Senedd Meetings.
- B) Every Ordinary Member of Undeb Aberystwyth has the right to vote at Annual General Meetings and Special General Meetings. Every person voting at a Meeting shall have one vote.
- C) Every motion or idea put to the vote of a Senedd, Annual General Meeting, or Special General Meeting shall be decided by a simple majority of the votes cast, unless this Constitution or any Schedules, Bye Law or Regulation states otherwise.

13 All Student Vote

13.1 An All Student Vote may be called on any issue by any one of:

- a) a motion passed by a majority of the Trustee Board;
- b) a majority vote of a Senedd Meeting, Annual General Meeting, or Special General Meeting;

c) a secure petition of 250 ordinary members (including student number) submitted to the Chair of Trustees.

13.2 Subject to Clause 12.2 and 14.5, a motion may only be passed by an All Student Vote if at least 500 Ordinary Members cast a vote in the All Student Vote and a simple majority of the votes cast are in favour of the motion.

13.3 An All Student Vote shall be conducted in accordance with this Constitution and Schedule 1.4.

13.4 Subject to Clause 14.10, the Ordinary Members may set Policy by an All Student Vote. Policy set by an All Student Vote may overturn Policy set by the Members in any Senedd Meeting, Annual General Meeting, or Special General Meeting. .

14 Trustees

14.1 Appointment of Trustees

The Trustees shall be made up of the following persons:

- a) not more than five Officer Trustees, elected in accordance with Clause 14.2;
- b) not more than two Student Trustees, elected in accordance with Clause 14.3;
- C) not more than five External Trustees, appointed in accordance with Clause 14.4.

14.2 Officer Trustees

14.2.1 Up to four Officer Trustees shall be elected by secret ballot by the Members of Undeb Aberystwyth at an election to be held in accordance with the Bye-Law 1-Elections . The Officer Trustees shall be elected to posts set out in Schedule 2.2.

14.2.2 The Officer Trustees shall remain in office for a term of one year commencing in accordance with Schedule 2.1. 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 Ordinary Members of Undeb Aberystwyth at an election to be held in accordance with Bye-Law 1. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.

Under no circumstances may this clause be interpreted as enabling an Officer Trustee to be in post for longer than two years in total.

14.2.3 Each Officer Trustee must be a Student or an Officer Trustee at the time of their election. An Officer Trustee shall become a Member of Undeb Aberystwyth on commencement of their appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.

14.2.4 The Officer Trustees shall be deemed to be “major union office holders” for the purposes of Section 22 of the 1994 Education Act.

14.2.5 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with Undeb Aberystwyth for a term to be determined by this Constitution. The duties of each Officer Trustee shall be as set out in Schedule 2.2 and method of remuneration shall be set out in Schedule 2.

14.3 Student Trustees

14.3.1 Subject to Clause 55 below, up to two Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with Bye-Law I-Elections. There should be one undergraduate and one postgraduate student.

14.3.2 Each Student Trustee must be a Student at the time of their election (and must continue to be a Student for the duration of their term as a Student Trustee). 14.3.3 Student Trustees shall remain in office for a term of two years commencing in accordance with Schedule 2. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

14.3.4 A Student Trustee may serve a maximum of two consecutive terms.

14.4 External Trustees

14.4.1 Up to five External Trustees shall be appointed by a simple majority vote of the Appointments & Governance Committee. But such an appointment shall not have effect unless ratified by a simple majority vote of a Meeting.

14.4.2 Unless their appointment is terminated in accordance with Clauses 14.5 to 14.7, External Trustees shall remain in office for a term of up to four years commencing in accordance with Schedule 2.1.

14.4.3 External Trustees may serve a maximum of 3 terms which may either be consecutive or non-consecutive. A Trustee Board needs assessment must be conducted and considered by the Board of Trustees at the end of each External Trustee term before any consecutive terms are offered.

14.5 Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

- a) they become prohibited by law from being a charity trustee;
- b) in the case of an Officer Trustee, they cease to be an employee of Undeb Aberystwyth;
- c) in the case of a Student Trustee, they cease to be a Student;
- d) they resign by notice to Undeb Aberystwyth (but only if at least six Trustees will remain in office when the notice of resignation is to take effect);
- e) 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
- f) 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;
- g) they are removed from office under Clauses 14.6 or 14.7; or
- h) in the case of an External Trustee, they are removed by a resolution of no confidence by the Trustees.

14.6 Removal of Trustees by the Members

The office of a Trustee shall be vacated if a motion of no confidence in the Trustee is passed by a simple majority of the Ordinary Members voting in an All Student Vote, provided that at least 500 Ordinary Members cast a vote in the All Student Vote. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 250 Ordinary Members and submitted to the Union Chairperson.

14.7 Removal of Trustees by the Board

- 7 In the case of the removal of any Trustee by the Board under Clause 14.5, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this motion and the quorum shall be adjusted accordingly in accordance with Clause 15.7.

14.8 Rights of Removed Trustee

A motion to remove a Trustee in accordance with Clause 14.6 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the motion is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations to the Trustees.

14.8.1 A Trustee removed from office in accordance with Clause 14.6 shall be entitled to appeal the decision to remove them to an Appeals Panel within 14 days of the motion. The Appeals Panel shall be made up of a nominee of Aberystwyth 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.. Undeb Aberystwyth may consult with NUS in relation to the appeals process and in particular the appointment of independent persons to the Appeals Panel.

14.9 Replacement of Trustees

14.9.1 If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with Bye-Law 1-Elections

14.9.2 If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.

14.9.3 If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause 14.3.

14.9.4 If an External Trustee resigns, is disqualified or removed from office, an External Trustee shall be appointed to the vacancy in accordance with Clause 14.4 .

14.10 Powers of the Trustees

The Board of Trustees shall be responsible for the management and administration of Undeb Aberystwyth and (subject to the 1994 Education Act, this Constitution, the Bye-Laws, Schedules and the Regulations) may exercise all the powers of Undeb Aberystwyth. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

14.10.1 No alteration of this Constitution, the Schedules, Bye-Laws or the Regulations shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

14.10.2 The Board's powers under Clause 14.10 shall include but not be limited to responsibility for:

- a) the governance of Undeb Aberystwyth;
- B) the budget of Undeb Aberystwyth; and
- C) the strategy of Undeb Aberystwyth

14.10.3 The Board of Trustees may override any decision and Policy made by the Ordinary Members in a Meeting or All Student Vote which the Trustees consider (in their absolute discretion):

- a) has or may have financial implications for Undeb Aberystwyth;
- b) 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);
- C) conflicts with all or any of the charitable objects of Undeb Aberystwyth; or that will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 14.10.1.

14.10.4 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 15.7, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.

14.10.5 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:

- a) was not properly appointed;
- b) was disqualified from holding office;

C) had vacated office; or

D) was not entitled to vote.

14.11 Delegation of Trustees' Power

14.11.1 The Trustees may, as appropriate, appoint any person to be the agent of Undeb Aberystwyth for such purposes and on such conditions as they determine.

14.11.2 The Trustees may delegate any of their powers or function to any committee or the implementation of any of their motions and day-to-day management of the affairs of Undeb Aberystwyth to any person or committee in accordance with the conditions set out in this Constitution.

14.12 Delegation to an individual person or to Committees

In the case of delegation to committees:

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

b) the composition of any such committee shall be entirely at the discretion of the Trustees and may comprise such of their number(if any) as the motion may specify;

c) the deliberations of any such committee shall be reported regularly to the Trustees and any motion 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;

D) all delegations under this Clause shall be revocable by the Board of Trustees at any time; and

E) 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.

f) The Trustees shall establish as stated in Schedule 1.3 (which is a non- exhaustive list) in accordance with their powers under Clauses 14.10.1 and 14.10.2:

14.13 Delegation of day-to-day management powers to Chief Executive

In the case of delegation of the day-to-day management of Undeb Aberystwyth to the Chief Executive:

14.13.1 the delegated power shall be to manage Undeb Aberystwyth 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;

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

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

14.13.4 the Trustees shall ensure that a framework to manage the performance of the Chief Executive is put in place to aid their work plan and development with appropriate indicators of performance reported to the board periodically.

14.14 Proceedings of Committees

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 Schedules or Bye-Laws made by the Trustees, a Meeting, or by an All Student Vote.

14.15 Proceedings of Trustees

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

15 Trustees' Meetings

15.1 The Trustees shall hold a minimum of four meetings in any Academic Year.

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

15.3 Guests or observers can attend meetings of the Trustees at the discretion of the Chair (as defined in Clause 15.8).

15.4 Length of notice

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

- A) all the Trustees agree to shorter notice; or
- B) urgent circumstances require shorter notice.

15.5 Contents of Notice

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

15.6 Service of Notice

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

15.7 Quorum

The quorum for Trustees' meetings shall be six and such quorum must include at least three Officer Trustees. Where the motion 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.

15.8 Chair and Deputy Chair

15.8.1 The Chair of the Trustees will be an Officer Trustee elected by the Trustee Board. The Chair will positively promote the work and objectives of Undeb Aberystwyth by acting as the spokesperson of the Union to stakeholders and media.

15.8.2 The Trustees shall appoint an external 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 and performance manage the CEO on behalf of the Trustee Board.

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

15.9 Decision Making by Trustees at Meetings

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

15.10 Virtual Meetings

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

15.11 Majority Decisions without Trustees' Meeting

The Trustees may, in the circumstances outlined in this Clause, make a simple majority decision without holding a Trustees' meeting.

15.11.1 If:

- a) The chair of the trustees has become aware of a matter on which the Trustees need to take a decision

- b) that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
- c) the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- d) a simple majority of the Trustees vote in favour of a particular decision on that matter
a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

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

A) may be in different places, and may participate at different times; and

B) may communicate with each other by any means.

15.11.3 No decision shall be taken by the Trustees in accordance with this Clause unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Clause shall be the same as the quorum for Trustees' meetings as set out in Clause 15.7.

15.11.4 the Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Clause. The process shall include:

A) circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

B) the nomination of a person to whom all Trustees' votes must be communicated;

C) if a majority of the Trustees votes in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date on which the vote is cast to bring the number of Trustees voting in favour into the required majority; and

D) the nominated person must prepare a minute of the decision in accordance with Clause 17.

15.11.5 In the case of an equality of votes in any decision-making process in accordance with this Clause, the chair shall be entitled to a casting vote in addition to any other vote they may have but this does not apply if, in accordance with Clause 15.8.3, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

16 Conflicts of Interest

Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 15.11 and a Trustee has a Personal Interest in respect of that matter then they must:

16.1 declare their interest to the Trustees;

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

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

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

16.5 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.

16.6 In particular, this shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by Undeb Aberystwyth

17 Minutes

The Trustees shall ensure that minutes of the following are kept :

17.1 all proceedings at Meetings of Undeb Aberystwyth and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and

17.2 all motions of the Ordinary Members and of the Trustees

17.3 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 Ordinary Member or Trustee of Undeb Aberystwyth, be sufficient evidence of the proceedings or the motion.

17.4 The minutes of the meetings referred to in Clauses 17.1 and 17.2 above shall normally be considered open and shall be available to the Members on Undeb Aberystwyth'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 Undeb Aberystwyth's offices.

18 Accounts and Reports

The Trustees shall at all times comply with the provisions of the Education Act 1994 and the Charities Act 2011 relating to budgets, accounts and reports.

18.1 The Trustees shall make appropriate arrangements for the approval of the Undeb Aberystwyth budget, and the monitoring of its expenditure, Aberystwyth University's governing body and its sub-committees (as set out in Schedule 1.3).

18.2 The Members of Undeb Aberystwyth have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause 18.

19 Affiliation to External Organisations

The Trustees shall comply with the requirements of the 1994 Education Act as to Undeb Aberystwyth's affiliation to external organisations.

19.1 A proposal for a new affiliation to an external organisation should be submitted through a Meeting indicating the name of the organisation and cost of affiliation. Where such an affiliation is approved by a majority, Undeb Aberystwyth shall publish a notice stating:

A) the name of the organisation, and

b) details of any subscription or similar fee paid or proposed to be paid, and of any donation made or proposed to be made, to the organisation;

and any such notice shall be made available to the Clerk of Aberystwyth University's Governing Body and to every student.

19.2 Where Undeb Aberystwyth is affiliated to an external organisation, a report shall be published on or before the first Senedd Meeting in every academic year, containing:

A) a list of the external organisations to which the union is currently affiliated, and

b) details of subscriptions or similar fees paid, or donations made, to such organisations in the past year (or since the last report);

and any such report shall be made available to the Clerk of the University's Governing Body and to every student.

19.3 On an annual basis, during the first academic term, Undeb Aberystwyth will review its affiliations to external organisations and seek Ordinary Members' approval to continue the affiliation. Approval may be sought by a Senedd or an All Student Vote.

20 Notices

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.

20.1 Undeb Aberystwyth may give any notice to a Member either:

a) personally;

b) by leaving it at the address of the Member;

c) by electronic communication to the Member's address; or

d) by posting it on Undeb Aberystwyth's website.

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

21 Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of Undeb Aberystwyth may be indemnified out of the assets of Undeb Aberystwyth against any liability incurred by them in defending any proceedings, whether

civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of Undeb Aberystwyth, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

21.1 Trustees' Indemnity Insurance

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

22 Definitions and Interpretations

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

22.1 "Aberystwyth University"

Aberystwyth University, incorporated by Royal Charter in 1889, revised 2014.

22.2 "Academic Year"

The period between 1st August in one Year to 31st July in the next Year determined by Undeb Aberystwyth as the period during which Students are required to be registered with Aberystwyth University. Each Academic Year is for the time being divided into two semesters;

22.3 "All Student Vote"

A ballot in which all Members of Undeb Aberystwyth are entitled to cast a vote, the protocol for which is set out in the Schedule 1.4;

22.4 "Undeb Aberystwyth"

Aberystwyth University Students' Union; "

22.5 Appointments Committee"

The committee set up in accordance with Schedule 1.3 that will include the President, one other Officer Trustee, one Student Trustee, the Chief Executive, and a person nominated by Aberystwyth University;

22.6 “Senedd Meeting”

A meeting of the Senedd;

22.7 “Board of Trustees” or “Board”

The board of Trustees of Undeb Aberystwyth;

22.8 “Bye-Laws”

The bye-laws setting out the working practices of Undeb Aberystwyth made from time to time in accordance with Clause 9;

22.9 “Chair”

The chair of the Board of Trustees, who shall be the President of Undeb Aberystwyth in accordance with Clause 15.8;

22.10 “Chief Executive”

The chief executive of Undeb Aberystwyth who is appointed by the Board of Trustees;

22.11 “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;

22.12 “Code of Practice”

The code of practice relating to Aberystwyth University’ obligations under Section 22 of the Education Act;

22.13 “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;*

22.14 “Constitution”

This constitution of Undeb Aberystwyth;

22.15 “Deputy Chair”

The deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause 15.8.2

22.16 “Education Act”

The Education Act 1994;

22.17 “exam period”

Any day within the dates published by Aberystwyth University as constituting an examination period;

22.18 “External Trustee”

A Trustee appointed in accordance with Clause 14.4, who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical office holder for the purposes of section 22 of the Education Act 1994;
;

22.19 “in writing”

Means written, printed or transmitted writing including by electronic communication;

22.20 “Member”

The meaning given by clause 11;

22.21 “NUS”

National Union of Students;

22.22 “Office”

The head office of Undeb Aberystwyth;

22.23 “Officer Trustee”

A Trustee elected in accordance with Clause 14.2;

22.24 “Part-Time Officers”

The Members elected to be officers of Undeb Aberystwyth while continuing their studies at Aberystwyth University;

22.25 “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);

22.26 “Policy”

Representative and campaigning policy set by a Meeting, in accordance with Clauses 12.4

22.27 “President”

The president of Undeb Aberystwyth, as elected by the Members in accordance with Bye-Law 1-Elections;

22.28 “RAG”

The Raise and Give society which develops Students by providing them with an opportunity to raise funds for charitable causes;

22.29 Schedule

The schedules set out the working practices of Undeb Aberystwyth made from time to time in accordance with Clause 9;

22.30 “Secure Petition”

A written request to Undeb Aberystwyth which shall be fixed in a pre-arranged place or places or held securely on-line;

22.31 “Student”

Any individual who is formally registered for an approved programme of study provided by Aberystwyth University. For the avoidance of doubt, Aberystwyth University shall determine whether or not an individual has student status;

22.32 “Student Trustee”

A Trustee elected in accordance with Clause 14.3 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the 1994 Education Act, be a major union office holder;

22.33 “Subsidiary Company” *Any company in which Undeb Aberystwyth 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;*

22.34 “Trustee” and “Trustees”

The Officer Trustees, the Student Trustees and the External Trustees;

22.35 “Vacation period”

Any day outside the dates published by Aberystwyth University as constituting the Michaelmas, Lent and Easter Terms

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.