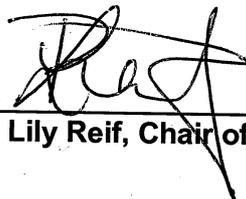


**Union of Kingston Students**

**Constitution**

**Adopted  
25/02/2016**

I certify this to be a true copy of the original



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**Lily Reif, Chair of Trustees**

# Union of Kingston Students: Constitution

## Table of Contents

<b>Background</b>	<b>3</b>
<b>Definitions and Interpretation</b> Meanings of any defined terms used in this document	<b>4</b>
<b>Name</b> The Union's name and power to amend the name	<b>6</b>
<b>Objects</b> The Union's purpose	<b>6</b>
<b>Powers</b> What the Union can do on behalf of Kingston University students to achieve its purpose	<b>7</b>
<b>Limitations on Private Benefits</b> Limitations on private benefits of the Union	<b>10</b>
<b>Changes to the Union</b> How the Union can become incorporated or dissolved; amending this Constitution	<b>12</b>
<b>Membership of the Union</b> Who is a Member and cessation of membership	<b>13</b>
<b>Union Meetings</b> Governance of the Union and passing policy	<b>14</b>
<b>Referenda</b> Getting things changed by a referendum	<b>15</b>
<b>Trustees</b> Who can be a trustee, how they are appointed and for how long	<b>16</b>
<b>Powers of the Trustees</b> Authority, delegation, and committees	<b>19</b>
<b>Proceedings of Trustees</b> How the trustees work on behalf of members and how they can be held to account	<b>22</b>
<b>Operations</b> Irregularities, minutes, accounts and reports, notices, and indemnity	<b>23</b>

## **Union of Kingston Students: Constitution**

### **Background**

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

# Union of Kingston Students: Constitution

## Definitions and Interpretation

Meanings of any defined terms used in this document

1. The meanings of any defined terms used in this Constitution are set out in Clause 2. 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.
2. In this Constitution, the following terms have the following meanings:
  - 2.1 **Academic Year:** the period of time as defined by Kingston University used for the teaching of academic courses, typically between September and July and split into teaching blocks.
  - 2.2 **Board of Trustees or Board:** the Board of Trustees of the Union
  - 2.3 **Bye-Laws:** the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause 62
  - 2.4 **Chief Executive:** the Chief Executive of the Union appointed by the Board of Trustees
  - 2.5 **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
  - 2.6 **Code of Practice** the code of practice relating to Kingston University's obligations under Section 22 of the Education Act
  - 2.7 **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
  - 2.8 **Constitution:** this Constitution of the Union
  - 2.9 **Education Act:** the Education Act 1994
  - 2.10 **Charities Act:** the Charities Act 2011
  - 2.11 **Full Time Officers:** the Officer Trustees
  - 2.12 **In Writing:** means written, printed or transmitted writing including by electronic communication
  - 2.13 **Members:** members of the Union being Students at Kingston University as further defined in Clause 15 and the Officer Trustees
  - 2.14 **Member Representatives:** students continuing their studies at Kingston University elected, appointed or nominated by the Members to represent them
  - 2.15 **NUS:** National Union of Students

## Union of Kingston Students: Constitution

- 2.16 Office:** the head office of the Union
- 2.17 Officer Trustee:** a Trustee elected in accordance with Clause 33
- 2.18 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)
- 2.19 Voting Representatives:** means the Officer Trustees, the Student Network Representatives and the Working Group representatives
- 2.20 Policy:** representative and campaigning policy set by Referenda, AGM or Union Meeting
- 2.21 Union Meeting:** the primary forum of the Union constituted and conducted in accordance with this Constitution and the Bye-Laws of the Union
- 2.22 RAG:** a Raise And Give society which develops Students by providing them with an opportunity to raise funds for charitable causes
- 2.23 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
- 2.24 Secure Petition:** a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line
- 2.25 Student:** any individual who is formally registered for an approved programme of study provided by Kingston University. For the avoidance of doubt, Kingston University shall determine whether or not an individual has student status
- 2.26 Student Trustee:** a Trustee elected in accordance with Clause 38 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
- 2.27 Trustee and Trustees:** Officer Trustees, Student Trustees, External Trustees
- 2.28 Union:** Union of Kingston Students, the charity of which this is the Constitution
- 2.29 University:** Kingston University, as given university status by the Further and Higher Education Act 1992
- 2.30 University Days:** normal business hours from Monday to Friday excluding University holidays and bank holidays
- 3.** Words importing the singular shall include the plural and vice versa and words importing gender include all gender identities.
- 4.** 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.

## **Union of Kingston Students: Constitution**

### **Name**

The Union's name and power to amend the name

5. There shall be a students' union in the name of Union of Kingston Students ("the Union").

### **Objects**

The Union's purpose

6. The Union's objects are the advancement of education of Students at Kingston University for the public benefit by:
  - 6.1 promoting the interests and welfare of Students at Kingston University during their course of study and representing, supporting and advising Students;
  - 6.2 being the recognised representative channel between Students and Kingston University and any other external bodies;
  - 6.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students;
  - 6.4 practising these objects without discrimination on the grounds of race, age, sex, gender, religion, creed, sexual orientation, disability or medical condition, except that action may be taken to promote equality and diversity.

## **Union of Kingston Students: Constitution**

### **Powers**

What the Union can do on behalf of Kingston University students to achieve its purpose

- 7.** To further its objects, but not to further any other purpose, the Union may:
  - 7.1** provide services and facilities for Members;
  - 7.2** establish, support, promote and operate a network of student activities for Members;
  - 7.3** 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;
  - 7.4** alone or with other organisations:
    - 7.4.1.** carry out campaigning activities;
    - 7.4.2.** seek to influence public opinion;
    - 7.4.3.** 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;
  - 7.5** write, make, commission, print, publish or distribute materials or information or assist in these activities;
  - 7.6** promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
  - 7.7** promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
  - 7.8** provide or appoint others to provide advice, guidance, representation and advocacy;
  - 7.9** co-operate with other charities and bodies and exchange information and advice with them;
  - 7.10** become a member, affiliate or associate of other charities and bodies;
  - 7.11** 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;
  - 7.12** purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;

## **Union of Kingston Students: Constitution**

- 7.13** 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;
- 7.14** raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 7.15** borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act);
- 7.16** purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 7.17** 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);
- 7.18** make grants or loans of money and give guarantees;
- 7.19** set aside funds for special purposes or as reserves against future expenditure;
- 7.20** invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 7.21** delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
- 7.21.1.** the investment policy is set down in writing for the financial expert by the Trustees;
- 7.21.2.** every transaction is reported promptly to the Trustees;
- 7.21.3.** the performance of the investment is reviewed regularly by the Trustees;
- 7.21.4.** the Trustees are entitled to cancel the delegation at any time;
- 7.21.5.** the investment policy and the delegation arrangements are reviewed at least once a year;
- 7.21.6.** all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 7.21.7.** the financial expert may not do anything outside the powers of the Trustees;
- 7.22** arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;

## **Union of Kingston Students: Constitution**

- 7.23** 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;
- 7.24** 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;
- 7.25** trade in the course of carrying out any of its objects;
- 7.26** establish or acquire subsidiary companies to carry on any taxable trade;
- 7.27** subject to Clause 8 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 7.28** grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 7.29** pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:
- 7.29.1.** any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- 7.29.2.** any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
- 7.29.3.** any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and
- 7.30** do all such other lawful things as shall further the Union's objects.

## Union of Kingston Students: Constitution

### Limitations on Private Benefits

Limitations on private benefits of the Union

- 8.** The following limitations on private benefits shall apply
- 8.1** The income and property of the Union shall be applied solely towards the promotion of its objects.
- 8.2** 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:
- 8.2.1.** any payments made to any Member in their capacity as a beneficiary of the Union;
- 8.2.2.** 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 8.3 shall apply;
- 8.2.3.** interest on money lent by any Member to the Union at a reasonable and proper rate; and
- 8.2.4.** any reasonable and proper rent for premises let by any Member to the Union.
- 8.3** 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:
- 8.3.1.** any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
- 8.3.2.** reasonable and proper out of pocket expenses of the Trustees;
- 8.3.3.** reasonable and proper remuneration to any Officer Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:
- 8.3.3.a.** for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;
- 8.3.3.b.** subject to Clause 8.3.3.a, the authorisation under this provision shall not extend to the service of acting as Trustee;
- 8.3.3.c.** if the person being remunerated is a Trustee the procedure described in Clause 65 (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;



## **Union of Kingston Students: Constitution**

### **Changes to the Union**

How the Union can become incorporated or dissolved; amending this Constitution

#### **Incorporation**

9. A referendum may authorise the Trustees to transfer the assets and liabilities of the Union to a limited liability entity established for exclusively charitable purposes with the same or similar objects, and to dissolve the Union at any time following the transfer if it is considered appropriate to do so.

#### **Dissolution**

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

#### **Amendments to the Constitution**

11. The Trustees and Kingston University shall review this Constitution every three years, with effect from the date that this Constitution comes into effect.
12. No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.
13. Clause 6 (Objects) and Clause 8 (Limitations on Private Benefits) may not be amended without the prior written consent of the Charity Commission.
14. 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:
  - 14.1 a resolution passed by a simple majority of the Members voting in a referendum provided Kingston University approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

## **Union of Kingston Students: Constitution**

### **Membership of the Union**

Who is a Member and cessation of membership  
(See also Bye-Laws)

#### **Members**

**15.** The Members of the Union shall be as follows:

- 15.1** each and every Student who has not opted out by notifying Kingston University of their wish not to be a Member of the Union; and
- 15.2** the Officer Trustees of the Union.

#### **Ceasing to be a member**

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

- 16.1** they cease to be a Student at Kingston University;
  - 16.2** they cease to be an Officer Trustee;
  - 16.3** they opt out of membership by giving written notice to the Union in accordance with the Bye-Laws; or
  - 16.4** in the case of Members other than the Officer Trustees, a resolution is passed at a quorate Union Meeting by the Voting Representatives that the Member be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of the Union.
  - 16.5** In the case of cessation of membership as a result of actions outlined in Clause 16.4, any student whose membership has ceased will have the right of appeal to the Trustee Board, whose decision is final.
  - 16.6** Such a resolution shall not be passed except upon the recommendation of a member disciplinary committee as stipulated in the Bye-Laws.
- 17.** Members' details shall be entered in a register of Members.
- 18.** Member entitlements shall apply to all Members and shall be as outlined in the Bye-Laws.

## Union of Kingston Students: Constitution

### **Union Meetings**

Governance of the Union and passing policy  
(See also Bye-Laws)

### **Union Meetings**

19. Union Meetings are meetings of the Voting Representatives and are open to all Members.
20. Those eligible to vote at a Union Meeting shall include:
  - 20.1 the Officer Trustees; and
  - 20.2 elected Member Representatives in accordance with the Bye-Laws.
21. Union Meetings shall have an Appointed Chair with no voting right, that is not an Officer Trustee, in accordance with the Bye-Laws.
22. Relevant Union staff shall attend Union Meetings ex-officio but have no voting rights.
23. Union meetings shall take place in accordance with the Bye-Laws. The Voting Representatives' responsibilities shall not include the duties of the Trustees as set out in Clause 52 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.
24. Within Union Meetings, Voting Representatives shall have the authority to:
  - 24.1 make decisions regarding areas of Union business within their remit;
  - 24.2 subject to Clause 53 of this Constitution and in accordance with the Bye-Laws, set the policy of the Union and refer policy to referenda of the Members; and
  - 24.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Clause 62.
25. One of these Meetings each year shall serve to conduct the annual reporting and approval of accounts of the Union as outlined in the Bye-Laws.
26. The location, frequency, composition and proceedings of the Union Meetings shall be as set out in the Bye-Laws.

### **Service of Notice**

27. Notice of Union meetings shall be given to every Member and to the Trustees and any patron of the Union in line with Clauses 2.12 and 73.

## Union of Kingston Students: Constitution

### **Referenda**

Getting things changed by a referendum  
(See also Bye-Laws)

28. Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.
29. A Referendum may be called on any issue by
  - 29.1 a quorate majority of the Voting Representatives at a Union meeting; or
  - 29.2 a Secure Petition signed by the required number of Members as stated in the Bye-Laws.
30. Subject to Clause 14.1, a resolution may only be passed by referendum if the required number of Members cast a vote in the referendum and a simple majority of the votes cast are in favour of the resolution as outlined in the Bye-Laws.
31. Subject to Clause 53, Members may set policies by Referenda. Policies set by referenda may overturn policy set by the Voting Representatives in a Union meeting.

## **Union of Kingston Students: Constitution**

### **Trustees**

Who can be a trustee, how they are appointed and for how long  
(See also Bye-Laws)

### **Appointment of Trustees**

**32.** The Trustees shall be made up of the following persons:

- 32.1** not more than 4 Officer Trustees, elected in accordance with Clause 33;
- 32.2** not more than 3 Student Trustees, elected in accordance with Clause 38; and
- 32.3** not more than 4 External Trustees, appointed in accordance with Clause 41.

### **Officer Trustees**

- 33.** Up to 4 Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts in accordance with the Bye-Laws.
- 34.** Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.
- 35.** 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 the Union 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.
- 36.** The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 37.** At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term in accordance with the Bye-Laws. The duties and method of remuneration of each Officer Trustee shall be in accordance with the Bye-Laws.

### **Student Trustees**

- 38.** Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye-Laws.
- 39.** Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Student Trustee).
- 40.** Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Student Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Student Trustee's terms of office may be either consecutive or non-consecutive.

## **Union of Kingston Students: Constitution**

### **External Trustees**

41. External Trustees shall be appointed by the Trustees by a simple majority vote, in accordance with the Bye-Laws.
42. Unless their appointment is terminated in accordance with Clauses 44 or 45, External Trustees shall remain in office for a term of up to 4 years calculated from the date of appointment.
43. At the end of their first term of office, External Trustees shall be eligible for reappointment by a simple majority vote of the trustees for a further term of up to 4 years, but shall not be eligible for reappointment thereafter if they have served a maximum total term of 8 years.

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

44. The office of a Trustee shall be vacated if:
  - 44.1 they become prohibited by law from being a charity trustee;
  - 44.2 in the case of an Officer Trustee, they cease to be an employee of the Union;
  - 44.3 in the case of a Student Trustee, they cease to be a Student;
  - 44.4 they resign by notice to the Union (but only if at least 4 Trustees will remain in office when the notice of resignation is to take effect);
  - 44.5 the Board reasonably believe they are suffering from mental disorder and are incapable of acting as a Trustee and the Board resolve that they be removed from office;
  - 44.6 they fail to attend 3 consecutive meetings of the Board of 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
  - 44.7 they are removed from office under Clause 45.

### **Removal of Trustees by the Members**

45. The office of a Trustee shall be vacated if:
  - 45.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that the required number of Members cast a vote in the Referendum as outlined in the Bye-Laws; or
  - 45.2 a motion of no confidence in the Trustee is passed by the required majority of Voting Representatives at a Union meeting as outlined in the Bye-Laws.
  - 45.3 Any motion of no confidence against a Trustee shall only be triggered by a Secure Petition of no confidence signed by the required number of Members as outlined in the Bye-Laws.

### **Rights of Removed Trustee**

46. A resolution to remove a Trustee in accordance with Clauses 44.5 or 44.6 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations to the Trustees.

## **Union of Kingston Students: Constitution**

- 47.** A Trustee removed from office in accordance with Clauses 44.5 or 44.6 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution.
- 47.1** The Appeals Panel shall be made up of a nominee of Kingston University, one independent person and a Chief Executive Officer/ officer trustee of another students' union. The independent person shall be a Member who is not a Trustee or a Voting Representative.
- 47.2** The selection of the members of the Appeals Panel and its procedures shall be in accordance with the Bye-Laws.
- 47.3** The Union may consult with NUS in relation to the appeals process and in particular the appointment of independent persons to the Appeals Panel.

### **Replacement of Trustees**

- 48.** If an Officer Trustee resigns, is disqualified or removed from office, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.
- 49.** If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clauses 32.1, 33 and the Bye-Laws.

## Union of Kingston Students: Constitution

### **Powers of the Trustees**

Authority, delegation, and committees  
(See also Bye-Laws)

#### **Authority**

- 50.** The Board of Trustees shall have authority over the management and administration of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 50.1** Exercisable powers to include authority to make, repeal and amend the Bye-Laws.
- 50.2** The quorum for Trustees' meetings shall be 50% + 1 of the trustees holding office at any one time and such quorum must include at least 2 Officer Trustees.
- 51.** 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.
- 52.** The Board's authority shall include but not be limited to responsibility for:
- 52.1** the governance of the Union;
- 52.2** the budget of the Union; and
- 52.3** the strategy of the Union
- 53.** The Board of Trustees may override any decisions and/ or policies made by the Members in Union meetings or referenda which the Trustees consider (in their absolute discretion):
- 53.1** has or may have financial implications for the Union;
- 53.2** 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);
- 53.3** is not or may not be in the best interests of the Union or all or any of its charitable objects; or
- 53.4** will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 52.
- 54.** The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause 50.2, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
- 55.** All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 55.1** was not properly appointed;
- 55.2** was disqualified from holding office;

## Union of Kingston Students: Constitution

**55.3** had vacated office; or

**55.4** was not entitled to vote.

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**56.** The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

**57.** The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with this Constitution and the Bye-Laws.

### Delegation to committees

**58.** In the case of delegation to committees:

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

**58.2** subject to Clause 60, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

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

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

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

**59.** The Trustees shall establish committees in accordance with their powers under Clauses 57 and 58. The composition and proceedings of these committees shall be in accordance with the Bye-Laws.

### Financial Management

**60.** For the avoidance of doubt, the Trustees may (in accordance with Clauses 56 and 57) delegate all financial matters to any committee provided that such committee shall include at least one Trustee.

**60.1** 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 signatures of the required number of Trustees approve expenditures above a certain amount in accordance with 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.

## **Union of Kingston Students: Constitution**

### **Proceedings of Committees**

- 61.** 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 or a quorate majority of Voting Representatives at a Union Meeting.

### **Bye-Laws**

- 62.** The Trustee Board and the Voting Representatives at a Union Meeting 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.

## Union of Kingston Students: Constitution

### **Proceedings of Trustees**

How the trustees work on behalf of members and how they can be held to account  
(See also Bye-Laws)

63. Subject to the provisions of this Constitution and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.
64. Bye-Law (Proceedings of Trustees) shall only be altered by a simple majority resolution of a quorate meeting of the Trustees or a quorate vote of the Voting Representatives at a Union Meeting.

### **Conflicts of Interest**

65. Whenever a matter is to be discussed at a meeting and a Trustee has a personal interest in respect of that matter then they must:
  - 65.1 declare their interest to the Trustees;
  - 65.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 65.3 not be counted in the quorum for that part of the meeting or decision-making process; and
  - 65.4 withdraw during the vote and have no vote on the matter.
66. 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.
67. In particular, Clause 65 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 the Union.

## **Union of Kingston Students: Constitution**

### **Operations**

Irregularities, minutes, accounts and reports, notices, and indemnity

### **Irregularities**

**68.** 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**

**69.** The Trustees shall keep minutes of:

**69.1** all proceedings at Union Meetings, meetings of the Trustees, and of committees of the Trustees; and

**69.2** 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.

**70.** The minutes of the meetings referred to in Clause 69 shall normally be considered open and shall be available to the Members, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters

### **Accounts and Reports**

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

**72.** 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 71.

### **Notices**

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

**73.1** personally;

**73.2** by sending it by post in a prepaid envelope addressed to the Member at their address;

**73.3** by leaving it at the address of the Member;

**73.4** by electronic communication to the Member's address; or

**73.5** by posting it on the Union's website.

**74.** Subject to Clause 73, 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.

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

## Union of Kingston Students: Constitution

76. 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

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

### ~~7. U X W H P Q R W V O N D E H~~

78. The Trustees shall have power to resolve pursuant to Clause 7.29 to effect trustees' indemnity insurance, despite their interest in such policy.