

Constitution

of

University of Abertay Dundee Students' Association

(An Unincorporated Association)

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Constitution
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University of Abertay Dundee Students' Association

BACKGROUND

- A. **University of Abertay Dundee Students' Association** (the "Association") is a students' association within the meaning of the Education Act 1994. The Association is devoted to the educational interests and welfare of its Members.
- B. The Association 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 Association 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, **Abertay University** has a statutory duty to ensure that the Association operates in a fair and democratic manner and is held to proper account for its finances. The Association therefore works alongside Abertay University in ensuring that the affairs of the Association are properly conducted and that the educational and welfare needs of the Association's Members are met.

Definitions and Interpretation

1. The meanings of any defined terms used in this Constitution are set out in Clause 106. If any dispute arises in relation to the interpretation of this Constitution or any of the Schedules, it shall be resolved by the Board of Trustees.

Name

2. There shall be a students' association in the name of University of Abertay Dundee Students' Association (and in this Constitution it is called "the Association").

Objects

3. The Association's objects shall be:
 - 3.1 the prevention and relief of poverty of students
 - 3.2 the advancement of citizenship and community development
 - 3.3 the advancement of education
 - 3.4 the advancement of the arts, heritage, culture and science
 - 3.5 the advancement of health among students
 - 3.6 the organisation of recreational activities for students who have need of them by reason of financial hardship or other disadvantage
 - 3.7 the promotion of religious and racial harmony
 - 3.8 the promotion of equality and diversity
 - 3.9 the promotion of charitable fundraising activities

Powers

4. To further its objects, but not to further any other purpose, the Association 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:
 - 4.4.1 carry out campaigning activities;
 - 4.4.2 seek to influence public opinion; and
 - 4.4.3 make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which a Scottish charity may properly undertake and provided that the Association complies with the Education Act and any guidance published by the Office of the Scottish Charity Regulator;

- 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 support, set up or amalgamate with other charities with objects identical or similar to the Association's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 4.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Association'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 the Association shall not carry out any taxable trading activities in raising funds;
- 4.15 borrow and raise money on such terms and security as the Association may think suitable;
- 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;
- 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 the Association'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:
 - 4.21.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.21.2 every transaction is reported promptly to the Trustees;
 - 4.21.3 the performance of the investment is reviewed regularly by the Trustees;
 - 4.21.4 the Trustees are entitled to cancel the delegation at any time;
 - 4.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 4.21.6 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
 - 4.21.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.22 arrange for investments or other property of the Association 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 the United Kingdom) 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 the Association and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Association and their dependants;
- 4.29 pay out of the funds of the Association 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 Association provided that no such insurance shall extend to:

- 4.29.1 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);
 - 4.29.2 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
 - 4.29.3 any liability incurred by the Trustees to the Association 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 Association or in the case of which they did not care whether it was in the best interests of the Association or not; and
- 4.30 do all such other lawful things as shall further the Association's objects.

5. Limitation on private benefits

- 5.1 The income and property of the Association shall be applied solely towards the promotion of its objects.
- 5.2 Except as provided below no part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Association. This shall not prevent any payment in good faith by the Association of:
 - 5.2.1 any payments made to any Member in their capacity as a beneficiary of the Association;
 - 5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Association provided that if such Member is a Trustee Clause 5.3 shall apply;
 - 5.2.3 interest on money lent by any Member to the Association at a reasonable and proper rate; and
 - 5.2.4 any reasonable and proper rent for premises let by any Member to the Association.
- 5.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Association; be employed by, or receive any remuneration from, the Association; or receive any other financial benefit from the Association. This shall not prevent any payment in good faith by the Association of:
 - 5.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Association;
 - 5.3.2 reasonable and proper out of pocket expenses of the Trustees;

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

- (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and Connected Persons under contracts of employment with the Association;
- (b) subject to Clause 5.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
- (c) if the person being remunerated is a Trustee the procedure described in Clause 90 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
- (d) if the person being remunerated is a Connected Person the procedure described in Clause 90 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- (e) this provision shall not apply to one half or more of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee); and
- (f) at all times the provisions of the Education Act are complied with;

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

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

5.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.29; and

5.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 104;

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

Incorporation

6. The Members at a general meeting or by Referendum may authorise the Trustees to transfer the assets and liabilities of the Association to a limited liability entity established for exclusively charitable purposes with the same or similar objects, and to dissolve the Association at any time following the transfer if it is considered appropriate to do so.

Dissolution

7. If any property remains after the Association 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 Association. It shall instead be given or transferred to some other charitable institution or institutions having charitable purposes similar to those of the Association 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 Association. The institution or institutions which are to benefit shall be chosen by the Trustees of the Association at or before the time of winding up or dissolution.

Amendments to the Constitution

8. The Trustees and Abertay University shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
9. No amendment of this Constitution shall be made which would have the effect of the Association ceasing to be a charity.
10. Clause 3 (Objects) may not be amended without the prior written consent of the Office of the Scottish Charity Regulator.
11. Save where the amendment to the Constitution is a consequential amendment due to a change in the Schedules (for example, the number or heading names of Clauses), the Constitution may be amended by:
 - 11.1 a resolution of the Members passed at a general meeting by at least 66.6% of those present and voting; or
 - 11.2 a resolution passed by a majority of the Members voting in a Referendum provided that at least 10% of Members cast a vote in the Referendumprovided Abertay University approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act 1994).

Membership

Members

12. The Members of the Association shall be as follows:
 - 12.1 each and every Student who has not opted out by notifying Abertay University or the Association of their wish not to be a Member of the Association; and
 - 12.2 the Sabbatical Officers of the Association.
13. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Association if:

- 13.1 the Member ceases to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with Abertay University is revoked by Abertay University;
- 13.2 the Member cease to be a Sabbatical Officer;
- 13.3 the Member opts out of membership by giving written notice to the Association in accordance with the Schedules; or
- 13.4 a decision is made to remove the Member from membership of the Association in accordance with the Association's code of conduct.
14. Members' details shall be entered in a register of Members.
15. Members of the Association shall be entitled to the benefits set out in the Code of Practice.

Associate Members

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

Code of Conduct

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

Referenda

20. A Referendum may be called on any issue by:
 - 20.1 a resolution of the Trustees;
 - 20.2 a majority vote of the Student Council; or
 - 20.3 a Secure Petition signed by at least 100 Members.
21. Subject to Clauses 11.2 and 54.2, a resolution may only be passed by Referendum if at least 10% of Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.

22. Referenda shall be conducted in accordance with this Constitution and the Schedules.
23. Subject to Clause 62, the Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set either by the Members in general meeting or by the Student Council.

General Meetings

Annual General Meeting

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

Other General Meetings

25. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 100 Members having the right to attend and vote at general meetings.

Location of Meetings

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

Length of Notice

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

Contents of Notice

28. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:
 - 28.1 ratification of minutes of previous AGM;
 - 28.2 receiving the report of the Trustees on the Association's activities since the previous AGM;
 - 28.3 receiving the accounts of the Association for the previous financial year;
 - 28.4 appointment of the auditors;
 - 28.5 approving the list of affiliations of the Association; and

28.6 open questions to the Trustees by the Members.

Service of Notice

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

Quorum

30. No business shall be transacted at any general meeting unless a quorum is present. 50 persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.

31. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

Chair

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

Attendance

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

Adjournment

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

Votes of Members at General Meetings

35. Every Member has the right to attend general meetings and the right to vote. A resolution put to the vote of a general meeting shall be decided on a show of hands, and every Member shall have one vote.

36. Every resolution put to the vote of a general meeting shall be decided by a simple majority of the votes cast unless this Constitution provides otherwise.

Trustees

Appointment of Trustees

37. The Trustees shall be made up of the following persons:
 - 37.1 not more than 2 Sabbatical Trustees, elected in accordance with Clauses 38 and 39;
 - 37.2 not more than 4 Student Trustees, appointed in accordance with Clause 44;
 - 37.3 not more than 2 External Trustees, appointed in accordance with Clause 48.

Sabbatical Trustees and Officers

38. The Sabbatical Officers shall be elected by secret ballot by the Members of the Association at an election to be held in accordance with the Schedules.
39. Up to 2 Sabbatical Officers shall be elected in accordance with Clause 38 to posts specified in the Schedules and each of these Sabbatical Officers shall also hold office as a Sabbatical Trustee until they cease to be a Sabbatical Officer in accordance with Clause 54 or ceases to be a Sabbatical Trustee in accordance with Clauses 51 or 52. Except where otherwise indicated, references in this Constitution to “Sabbatical Trustees” are to individuals acting solely in their capacity as Sabbatical Trustees. Other Sabbatical Officers may be elected in accordance with Clause 38 to such other posts as may be specified in the Schedules from time to time but such Sabbatical Officers will not also hold office as Sabbatical Trustees.
40. The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Schedules. 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 Sabbatical Officer may be re-elected for a maximum further term of one year by the Members of the Association at an election to be held in accordance with the Schedules. For the avoidance of doubt, a Sabbatical Officer’s terms of office may be either consecutive or non-consecutive.
41. Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of his or her election. In accordance with Clause 12, each Sabbatical Officer shall become a Member of the Association on commencement of his or her appointment or re-appointment as a Sabbatical Officer. Such membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.
42. The Sabbatical Officers shall be deemed to be “major association office holders” for the purposes of Section 22 of the Education Act.
43. At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Association for a term to be determined by this Constitution. The duties and method of remuneration of each Sabbatical Trustee shall be as set out in the Schedules.

Student Trustees

44. Subject to Clause 45 below, up to 4 Student Trustees shall be elected by the SRC from such persons as have been nominated by the Appointments Committee provided that the election of each Student Trustee is ratified by a two-thirds (66.6%) majority vote of the Student Council. For the avoidance of doubt, such election shall not take effect until it has been ratified by the Student Council.
45. Each Student Trustee must be a Student at the time of his or her election (and shall continue to be a Student for the duration of his or her term as a Student Trustee).
46. Student Trustees shall remain in office for a term of two years commencing in accordance with the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
47. A Student Trustee may serve a maximum of two terms.

External Trustees

48. Up to 2 External Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a two-thirds (66.6%) majority vote of the Student Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Council.
49. Unless their appointment is terminated in accordance with Clauses 51, 52 or 53 External Trustees shall remain in office for a term of up to 2 years commencing in accordance with the Schedules.
50. External Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive.

Disqualification, Resignation and Removal of Trustees

51. The office of a Trustee shall be vacated if:
 - 51.1 they becomes prohibited by law from being a charity trustee;
 - 51.2 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer or resigns an employee of the Association;
 - 51.3 in the case of a Student Trustee, they cease to be a Student;
 - 51.4 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from membership of the Association in accordance with the Association's code of conduct;
 - 51.5 they resign by notice to the Association (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
 - 51.6 the Trustees reasonably believe a Trustee is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that the Trustee be removed from office;

- 51.7 a Trustee fails to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they be removed for this reason; or
- 51.8 a trustee or trustees are removed from office under Clauses 52 or 53.

Removal of Trustees by the Members or the Student Council

52. The office of a Trustee shall be vacated if:
- 52.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 10% of Members cast a vote in the Referendum. Such a motion shall be triggered by
- 52.1.1 a Secure Petition of no confidence signed by at least 100 Members; or
 - 52.1.2 a motion of no confidence in the Trustee is passed by a two thirds (66.6%) majority in a vote of the Student Council.

Removal of Trustees by the Board

53. The office of External Trustee or Student Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause 83.

Removal of Elected Officers

54. An Elected Officer shall be removed from office if they:
- 54.1 resign or dies;
- 54.2 are removed from office as an Elected Officer by:
- 54.2.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Members voting in a Referendum, provided that at least 10% of Members cast a vote in the Referendum. Such a motion shall be triggered by
 - (a) a Secure Petition of no confidence signed by at least 100 Members; or
 - (b) a motion of no confidence in the Elected Officer is passed by a two thirds majority vote of the Student Council;

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

Replacement of Trustees

55. If a Sabbatical Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Schedules.
56. If a Sabbatical Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall be dealt with as defined in the Schedules. Any person elected under this Clause may be required to assume the responsibilities of the Sabbatical Trustee.
57. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy by the Student Council from such persons as have been nominated by the Appointments Committee provided that the election of each Student Trustee is approved by a two-thirds (66.6%) majority of Student Council.
58. If an External Trustee resigns, is disqualified or removed from office, an External Trustee (as appropriate) shall be appointed to the vacancy in accordance with Clause 48.

Powers of the Trustees

59. The Board of Trustees shall be responsible for the management and administration of the Association and (subject to the Education Act, this Constitution and the Schedules) may exercise all the powers of the Association. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
60. No alteration of this Constitution or the Schedules shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
61. The Board's powers under Clause 59 shall include but not be limited to responsibility for:
 - 61.1 the governance of the Association;
 - 61.2 the budget of the Association; and
 - 61.3 the strategy of the Association.
62. The Board of Trustees may override any decision or Policy made by the Members in general meeting or Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
 - 62.1 has or may have financial implications for the Association;
 - 62.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 62.3 is not or may not be in the best interests of the Association or all or any of its charitable objects; or

- 62.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 61.
63. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause 83, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
64. All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 64.1 was not properly appointed;
- 64.2 was disqualified from holding office;
- 64.3 had vacated office; or
- 64.4 was not entitled to vote.

Delegation of Trustees' powers

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

Delegation to committees

67. In the case of delegation to committees:
- 67.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
- 67.2 subject to Clause 70, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
- 67.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
- 67.4 all delegations under this Clause shall be revocable at any time; and
- 67.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

68. The Trustees shall in accordance with their powers under Clauses 66 and 67 set up such sub-committees as are required:

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

69. The day-to-day management of the Association shall be delegated to the Chief Executive:
- 69.1 the delegated power shall be to manage the Association 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;
- 69.2 the Trustees shall provide the Chief Executive with a description of the role and the extent of the authority of the Chief Executive;
- 69.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts sufficient to explain the financial position of the Association; and
- 69.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

Bank Account

70. For the avoidance of doubt, the Trustees may (in accordance with Clauses 66 and 67) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Schedules and provided always that no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Trustees.

Proceedings of Committees

71. 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 made by the Trustees and the Student Council.

The Executive Committee

72. The Executive Committee shall include:
- 72.1 the Sabbatical Officers;
- 72.2 the Part-Time Officers
73. The Executive Committee shall meet in accordance with the Schedules. The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Clause 59 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.

74. The Chief Executive and the Association's senior management team may attend meetings of the Executive Committee at the request of the Executive Committee.

Schedules

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

Proceedings of Trustees

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

Trustees' meetings

77. The Trustees shall hold a minimum of four meetings in any Academic Year.
78. Two Trustees may, and the Chief Executive at the request of two Trustees shall, call a meeting of the Trustees.
79. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

Length of notice

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

Contents of notice

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

Service of notice

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

Quorum

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

Chair and Deputy Chair

84. The President shall be the Chair of the Trustees.
85. **Option 1:** 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.
86. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

Decision making by Trustees at meetings

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

Virtual meetings

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

Trustee decisions without a meeting

89. The Trustees may, in the circumstances outlined in this Clause, make a decision without holding a Trustees' meeting.
- 89.1 If:
- 89.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 89.1.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
 - 89.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
 - 89.1.4 all votes received are 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.
- 89.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Clause:
- 89.2.1 may be in different places, and may participate at different times; and
 - 89.2.2 may communicate with each other by any means.
- 89.3 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 83.

- 89.4 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.
- 89.5 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 the Constitution, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

Conflicts of Interest

90. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 89 (Trustee decisions without a meeting) and a Trustee has a Personal Interest in respect of that matter then they must:
- 90.1 declare their interest to the Trustees;
- 90.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
- 90.3 not be counted in the quorum for that part of the meeting or decision-making process; and
- 90.4 withdraw during the vote and have no vote on the matter.
91. 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.
92. In particular, Clause 90 shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be remunerated as an employee by the Association.

Student Council

93. The Student Council shall have the authority to:
- 93.1 represent the voice of the Students;
- 93.2 subject to Clause 62, set the Policy of the Association and refer Policy to Referenda of the Members or to the Members in a general meeting (in accordance with the Schedules);
- 93.3 make, repeal and amend the Schedules jointly with the Trustees in accordance with Clause 75;
- 93.4 receive a quarterly report from the Trustees; and
- 93.5 appoint associate members in accordance with Clause 16 and the Schedules.

94. The composition and proceedings of the Student Council shall be set out in the Schedules. No Member may hold more than one seat on the Student Council at any one time.

General

Irregularities

95. 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

96. The Trustees shall keep minutes of:
- 96.1 all proceedings at general meetings of the Association and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and
- 96.2 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 Association, be sufficient evidence of the proceedings or the resolution.
97. The minutes of the meetings referred to in Clause 96 above shall normally be considered open and shall be available to the Members on the Association's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Association's offices.

Accounts and Reports

98. The Trustees shall comply with the requirements of the Education Act and the Charities and Trustee Investment (Scotland) Act 2005 as to keeping financial records, the audit or examinations of accounts.
99. The Members of the Association have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause 98.

Notices

100. Subject to Clause 101, 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.
101. The Association may give any notice to a Member either:
- 101.1 personally;

- 101.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;
 - 101.3 by leaving it at the address of the Member;
 - 101.4 by electronic communication to the Member's address; or
 - 101.5 by posting it on the Association's website.
102. A Member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
103. 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 Association's website at the expiration of 48 hours after it was posted.

Indemnity

104. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Association may be indemnified out of the assets of the Association 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 the Association, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

Trustees' Indemnity Insurance

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

Definitions and Interpretations

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

	Term	Meaning
106.1	“Academic Year”	the period between 1 st August in one Year to 31 st July in the next Year determined by the Association as the period during which Students are required to be registered with Abertay University. Each Academic Year is for the time being divided into two semesters;
106.2	“Appointments Committee”	the committee set up in accordance with the Schedules
106.3	“Board of Trustees” or “Board”	the board of Trustees of the Association;
106.4		
106.5	“Chair”	the chair of the Board of Trustees, who shall be the President of the Association in accordance with Clause 84;
106.6	“Chief Executive”	the chief executive of the association who is appointed by the Board of Trustees;
106.7	“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;
106.8	“Code of Practice”	the code of practice relating to Abertay University’s obligations under Section 22 of the Education Act;
106.9	“Connected Person”	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital or (d) any other person, legal or natural defined as a “Connected Person” in terms of the

		Companies Acts or in terms of the Charities and Trustee Investment (Scotland) Act 2005
106.10	“Constitution”	this constitution of the Association;
106.11	“Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause 85;
106.12	“Education Act”	the Education Act 1994;
106.13	“Elected Officers”	the Sabbatical Officers and the Part-Time Officers;
106.14	“the Executive Committee”	means the Sabbatical Officers and the Part-Time Officers;
106.15	“External Trustee”	a Trustee appointed in accordance with Clause 48 who for the avoidance of doubt shall not be deemed to be either a major association office holder or a sabbatical association office holder for the purposes of section 22 of the Education Act;
106.16	“in writing”	means written, printed or transmitted writing including by electronic communication;
106.17	“Members”	members of the Association being Students at Abertay University as further defined in Clause 12.1 and the Sabbatical Officers;
106.18	“NUS”	National Association of Students;
106.19	“Office”	the head office of the Association;
106.20	“Part-Time Officers”	the Members elected to be officers of the Association while continuing their studies at Abertay University;
106.21	“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);
106.22	“Policy”	representative and campaigning policy set by Referenda or the Student Council in accordance with Clauses 20 to 23 and Clause 95.2 respectively or by the Members in general meeting;

106.23	“President”	the president of the Association, as elected by the Members in accordance with the Schedules;
106.24	“RAG”	the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;
106.25	“Referendum”	a ballot in which all Members of the Association are entitled to cast a vote, the protocol for which is set out in the Schedules;
106.26	“Sabbatical Officers”	the individuals elected in accordance with Clause 38 (each of whom is a “major association office holder” for the purposes of section 22 of the Education Act);
106.27	“Sabbatical Trustee”	a Trustee elected in accordance with Clauses 38 and 39;
106.28	“Secure Petition”	a written request to the Association which shall be fixed in a pre-arranged place or places or held securely on-line;
	“Schedules”	the schedules setting out the working practices of the Association made from time to time in accordance with Clause 75;
106.29	“Student”	any individual who is formally registered for an approved programme of study provided by Abertay University. For the avoidance of doubt, Abertay University shall determine whether or not an individual has student status;
106.30	“Student Council”	the Student body elected by and from Students constituted in accordance with this Constitution and the Schedules of the Association;
106.31	“Student Trustee”	a Trustee elected in accordance with Clause Error! Reference source not found. 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 association office holder;
106.32	“Subsidiary Company”	any company in which the Association 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;
- 106.33 “Trustee” and “Trustees” the Sabbatical Trustees, the Student Trustees, and the External Trustees;
- 106.34 “Association” University of Abertay Dundee Students’ Association; and
- 106.35 “Abertay University” The University of Abertay Dundee, incorporated by Act of Parliament on 26th July 1994.
107. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
108. 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.