


**Constitution**

**Of**

**University College Birmingham**  
**Students' Union**  
**(The Guild of Students)**

**2018**

Signed: 

(Charlotte Gates, Deputy Chair of the Trustee Board/ Guild President)

**Constitution**  
**Of**  
**University College Birmingham Students' Union**  
**(The Guild of Students)**

**BACKGROUND**

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

**Definitions and Interpretation**

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

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Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

## Name

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

## Objects

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

## Powers

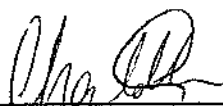
4. To further its objects, but not for any other purpose, the Guild may:
  - 4.1. Provide services and facilities for Members;
  - 4.2. establish, support, promote and operate a network of student activities for Members;
  - 4.3. support any RAG or similar fundraising activities carried out by its Members 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 an English and

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Welsh charity may properly undertake and provided that the Guild complies with the Education Act and any guidance published by the Charity Commission;

- 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to offer advice, guidance, representation and advocacy;
- 4.9 co-operate with other charities and bodies to exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 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;
- 4.12 raise funds and invite and receive contributions from any person provided that the Guild shall not carry out any taxable trading activities in raising funds;
- 4.13 set aside funds for special purposes or as reserves against future expenditure;
- 4.14 invest and deal with the Guild's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.15 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - a. the investment policy is set down in writing for the financial expert by the Trustees;
  - b. every transaction is reported promptly to the Trustees;
  - c. the performance of the investment is reviewed regularly by the Trustees;
  - d. the Trustees are entitled to cancel the delegation at any time;
  - e. the investment policy and the delegation arrangements are reviewed at least once a year;

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- f. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - g. the financial expert may not do anything outside the powers of the Trustees;
- 4.16 arrange for investments or other property of the Guild to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.17 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;
- 4.18 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;
- 4.19 trade in the course of carrying out any of its objects;
- 4.20 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.21 subject to Clause [5] (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 4.22 grant pensions and retirement benefits to employees of the Guild and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Guild and their dependants;
- 4.23 pay out of the funds of the Guild 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 Guild provided that no such insurance shall extend to:
- 4.23.1 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);

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4.23.2 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

4.23.3 any liability incurred by the Trustees to the Guild 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 Guild or in the case of which they did not care whether it was in the best interests of the Guild or not; and

4.24 do all such other lawful things as shall further the Guild's objects.

## 5. Limitation on private benefits

5.1 The income and property of the Guild 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 Guild may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Guild. This shall not prevent any payment in good faith by the Guild of:

5.2.1 any payments made to any Member in their capacity as a beneficiary of the Guild;

5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Guild provided that if such Member is a Trustee Clause [5.3] shall apply;

5.2.3 any reasonable and proper rent for premises let by any Member to the Guild.

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

5.3.1 Any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Guild;

5.3.2 Reasonable and proper out of pocket expenses of the Trustees;

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(Deputy Chair of the Trustee Board and Guild President)

5.3.3 Reasonable and proper remuneration to any Officer Trustee or connected person for any goods or services supplied to the Guild on the instructions of the Trustees provided that:

- (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and connected persons under contracts of employment with the Guild;
- (b) subject to Clause [5.3.3a], 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 [107] (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 [93] (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- (e) Subject to Clause [5.3.3a] this provision may not apply to more than half of the Trustees in any financial year in accordance with Clause [5.6](and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a connected person in relation to that Trustee); and
- (f) at all times the provisions of the Education Act are complied with.

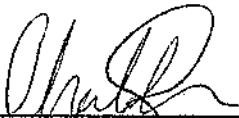
5.3.4 any reasonable and proper rent for premises let by any Trustee or Connected person to the Guild.

5.3.5 Reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause [4.23];

5.3.6 Any payments made to any Trustee or officer under the indemnity provisions set out at Clause [120]; and

5.3.7 Any payments authorised in writing by the Charity Commission.

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

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(Deputy Chair of the Trustee Board and Guild President)

- 5.5 For any transaction authorised by Clause [5.3] or Clause [4.4], the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Guild shall be disapplied provided the relevant provisions of Clause [5.3] or Clause [4.4] have been complied with.
- 5.6 Where a vacancy arises on the Board of Trustees with the result that Clause [5.3.3] applies to more than half of the Trustees, the Guild may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Clause [5.3.3] provided that the Guild uses all reasonable endeavours to fill the vacancy as soon as possible.

### **Dissolution**

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

### **Amendments to the Constitution**

7. The Trustees and University College Birmingham shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
8. No amendment of this Constitution shall be made which would have the effect of the Guild ceasing to be a charity.
9. Clause [3] (Objects) and Clause [5] (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.
10. Proposals for amendment to The Constitution may be made by:
- 10.1. a resolution of the Members passed at a general meeting by at least 66% of those present and voting; or
- 10.2. a resolution passed by a 66% majority of the Members voting in a Referendum provided that at least 10% Members cast a vote in the Referendum.

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)



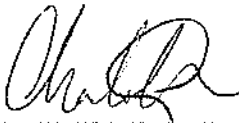
11. The University College Birmingham Corporation will consider proposals for amendments (as required for the purposes of compliance with Section 22 of the Education Act) and may approve or reject them.

### **Membership**

#### 12. Members

The Members of the Guild shall be as follows:

- 12.1. Each and every Student who has not opted out by notifying University College Birmingham of his or her wish not to be a Member of the Guild; and
  - 12.2. the Officer Trustees of the Guild.
13. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Guild if:
    - 13.1 he or she ceases to be a Student;
    - 13.2 he or she ceases to be an Officer Trustee;
    - 13.3 he or she opts out of membership by giving written notice to the Guild in accordance with the Bye-Laws; or
    - 13.4 in the case of Members other than the Officer Trustees, a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Guild. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.
  14. Members' details shall be entered in a register of Members.
  15. Members of the Guild shall be entitled to the benefits set out in the Code of Practice.

Signed:  \_\_\_\_\_

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(Deputy Chair of the Trustee Board and Guild President)

### **Associate Members**

16. The Trustees may elect to and remove from associate membership of the Guild 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 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.

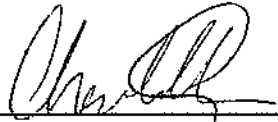
### **Referenda**

18. A Referendum may be called on any issue by:
  - 18.1. a resolution of the Trustees;
  - 18.2. a majority vote of the Student Council; or
  - 18.3. a secure petition signed by at least 2% of the Membership.
19. Subject to Clause [10.2], a resolution may only be passed by Referendum if at least 10% Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
20. Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.
21. 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**

22. The Guild 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.

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

### Other General Meetings

23. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 95% of its members having the right to attend and vote at general meetings.

### Location of Meetings

24. Annual and general meetings may be carried out at one single venue or simultaneously at 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

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

### Contents of Notice

26. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:

- 26.1 ratification of minutes of previous AGM;
- 26.2 receiving the report of the Trustees on the Guild's activities since the previous AGM;
- 26.3 receiving the accounts of the Guild for the previous financial year;
- 26.4 appointment of the auditors;
- 26.5 approving the list of affiliations of the Guild; and
- 26.6 open questions to the Trustees by the Members.

### Service of Notice

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

Signed:  \_\_\_\_\_

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

### Quorum

- 28 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.
- 29 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

### Chair

- 30 The chair of Student Council or in 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 numbers to be chair.

### Attendance

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

### Adjournment

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

### Votes of Members at General Meetings

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

Signed:  \_\_\_\_\_

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

## Trustees

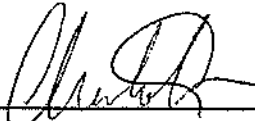
### Appointment of Trustees

35 The Trustees shall be made up of the following persons:

- 35.1 not more than 5 Officer Trustees, elected in accordance with Clause [36];
- 35.2 not more than 4 Student Trustees, elected in accordance with Clause [42];
- 35.3 not more than 3 Appointed Trustees, appointed in accordance with Clause [46].

### Officer Trustees:

- 36 Up to five Officer Trustees shall be elected by secret ballot by the Members of the Guild at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts set out in the Bye-Laws.
- 37 No member may stand for election as an Officer Trustee if they have been or are being disciplined under the UCB or Guild Rules.
- 38 The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Guild at an election to be held in accordance with the Bye-Laws. Such re-election is subject to the approval of the UCB College Corporation. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.
- 39 Each Officer Trustee must be a Student or an Officer Trustee at the time of his or her election. An Officer Trustee shall become a Member of the Guild on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.
- 40 The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 41 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Guild for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

**Student Trustees:**


- 42 Subject to Clause [43] below, up to 4 Student Trustees shall be appointed by the Board upon recommendation by the Appointments Committee.
- 43 Each Student Trustee must be a Student at the time of his or her appointment and shall continue to be a Student for the duration of his or her term as a Student Trustee.
- 44 Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 45 A Student Trustee may serve a maximum of two consecutive terms.

**Appointed Trustees**

- 46 Up to 3 Appointed Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Appointed Trustee is ratified by a [75%] 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.
- 47 Unless their appointment is terminated in accordance with Clauses [49] to [54], Appointed Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 48 Appointed Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.

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

- 49 The office of a Trustee shall be vacated if:
  - 49.1 he or she becomes prohibited by law from being a charity trustee;
  - 49.2 in the case of an Officer Trustee, he or she ceases to be an employee or a member of the Guild;
  - 49.3 in the case of a Student Trustee, he or she ceases to be a Student;
  - 49.4 he or she resigns by notice to the Guild (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);

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(Deputy Chair of the Trustee Board and Guild President)

- 49.5 the Trustees reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that he or she be removed from office;
  - 49.6 he or she 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 he or she be removed for this reason; or
  - 49.7 he or she is removed from office under Clause [50] to [54].
- 50 With the exception of the President of the Guild, the office of a Trustee shall be vacated if:
- 50.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members.
  - 50.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Student Council.

#### **Removal of Trustees by the Board**


- 51 With the exception of the President of the Guild, the office of Trustee shall be vacated if a majority vote 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 [82].

#### **Removal of the President of the Guild**

- 52 The President of the Guild of Students may be removed by a motion of no confidence passed by a simple majority at a General Meeting of the Guild.

#### **Rights of Removed Trustee**

- 53 A resolution to remove a Trustee in accordance with Clause [51] 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.

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)


- 54 A Trustee removed from office in accordance with Clause [51] shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of a nominee of University College Birmingham, one independent person and a chief executive/general manager and officer of another students' Guild. The independent person shall be a Member who is not a Trustee or a member of the Student Council. The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws. The Guild 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

- 55 If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.
- 56 If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year, the vacancy shall remain until the next elections are held.
- 57 If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause [42] or by the Student Council provided that the election of each Student Trustee is approved by a 75% majority of Student Council.
- 58 If an Appointed Trustee resigns, is disqualified or removed from office, an Appointed Trustee (as appropriate) shall be selected for the vacancy in accordance with Clause [46].

### Powers of the Trustees

- 59 The Board of Trustees shall be responsible for the management and administration of the Guild and (subject to the Education Act, this Constitution and the Bye-Laws) may exercise all the powers of the Guild.
- 60 No alteration of this Constitution or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 61 The Board's powers under Clause [59] shall include but not be limited to responsibility for:
- 61.1 the governance of the Guild;

Signed:  \_\_\_\_\_


Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)



- 61.2 the budget of the Guild; and
  - 61.3 the strategy of the Guild.
- 62 The Board of Trustees may override any decision and 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 Guild;
  - 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 Guild 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 [82], 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 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

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of the Guild to any person or committee in accordance with the conditions set out in this Constitution and with the agreement of University College Birmingham.

#### **Delegation to committees**

66 In the case of delegation to committees:

66.1 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);

66.2 subject to Clause [69], 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;

66.3 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;

66.4 all delegations under this Clause shall be revocable at any time.

67 The Trustees shall establish such committees as they think necessary in accordance with their powers. However, there will be an Executive Committee (as further described in Clause [71-73]).

#### **Delegation of day-to-day management powers to Guild Manager**

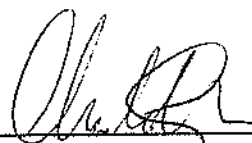
68 In the case of delegation of the day-to-day management of the Guild to the Guild Manager:

68.1 the delegated power shall be to manage the Guild 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;

68.2 the Trustees shall provide the Guild Manager with a description of his or her role and the extent of his or her authority;

68.3 The Guild Manager shall report regularly to the Trustees on the activities undertaken in managing the Guild and provide them regularly with management accounts sufficient to explain the financial position of the Guild; and

Signed: \_\_\_\_\_



Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

68.4 the Trustees shall provide the Guild Manager with a performance management structure to aid his or her work plan and development.

### **Bank Account**

69 For the avoidance of doubt, the Trustees may (in accordance with Clause [65] and [66]) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Guild except in accordance with a budget which has been approved by the Trustees.

### **Proceedings of Committees**

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

### **The Executive Committee**

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

71.1 the Officer Trustees;


71.2 the Voluntary Officers

72 The Executive Committee shall meet in accordance with the Bye-Laws. The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Clause [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.

73 The Guild Manager may attend meetings of the Executive Committee at the request of the Executive Committee.

### **Bye-Laws**

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

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

### **Proceedings of Trustees**

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

### **Trustees' meetings**

76 The Trustees shall hold a minimum of three meetings in any Academic Year.

77 Two Trustees may, and the Guild Manager at the request of two Trustees shall, call a meeting of the Trustees.

78 Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

### **Length of notice**

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

79.1 all the Trustees agree to shorter notice; or

79.2 urgent circumstances require shorter notice.

### **Contents of notice**


80 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**

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

### **Quorum**

82 The quorum for Trustees' meetings shall be six and such quorum must include at least two Officer Trustees. 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 five.

Signed:  \_\_\_\_\_

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

### **Chair and Deputy Chair**

- 83 The Trustees shall appoint a Trustee to be Chair of the Trustees and may at any time remove him or her from office.
- 84 The Trustees shall appoint a Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.
- 85 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**

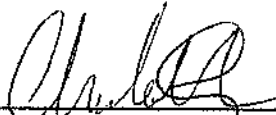
- 86 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

### **Virtual meetings**

- 87 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.

### **Majority decisions without Trustees' meeting**

- 88 The Trustees may, in the circumstances outlined in this Clause, make a simple majority decision without holding a Trustees' meeting if:
- 88.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
  - 88.2 that the Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
  - 88.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - 88.4 a simple majority of the Trustees vote in favour of a particular decision on that matter.


Signed:  \_\_\_\_\_

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

- 89 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.
- 90 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Clause:
- 90.1 may be in different places, and may participate at different times; and
  - 90.2 may communicate with each other by any means.
- 91 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 [82].
- 92 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Clause. The process shall include:
- 92.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
  - 92.2 the nomination of a person to whom all Trustees' votes must be communicated;
  - 92.3 if a majority of the Trustees votes in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
  - 92.4 the nominated person must prepare a minute of the decision in accordance with Clause [99].

### Conflicts of Interest

- 93 Whenever a matter is to be discussed at a meeting or decided in accordance with Clause [88-92] and a Trustee has a Personal Interest in respect of that matter then he or she must:
- 93.1 declare his or her interest to the Trustees;
  - 93.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

Signed:  \_\_\_\_\_

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

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

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

94 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.

95 In particular, Clause [93] 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 Guild.

### **Student Council**

96 The Student Council shall have the authority to:

96.1 represent the voice of the Students;

96.2 subject to Clause [62], set the Policy of the Guild and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);

96.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Clause [74];

96.4 receive a quarterly report from the Trustees

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

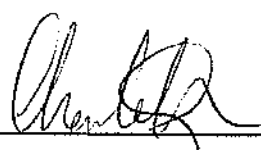
### **General**

#### **Irregularities**

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

#### **Minutes**

99 The Trustees shall keep minutes of:

Signed:  \_\_\_\_\_

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

99.1 all proceedings at general meetings of the Guild and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and

99.2 all resolutions of the Members and of the Trustees, and

any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Guild, be sufficient evidence of the proceedings or the resolution.

100 The minutes of the meetings referred to in Clause [99] above shall normally be considered open and shall be available to the Members on the Guild'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 Guild's offices.

#### **Accounts and Reports**

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

102 The Members of the Guild have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause [101].

#### **Notices**

103 Subject to Clause [104], 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.

104 The Guild may give any notice to a Member either:

104.1 personally;

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

104.3 by leaving it at the address of the Member;

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

104.5 by posting it on the Guild's website.

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)



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

### **Indemnity**

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

### **Trustees' Indemnity Insurance**

- 107 The Trustees shall have power to resolve pursuant to Clause [4.23] to effect trustees' indemnity insurance, despite their interest in such policy.

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

## 108 DEFINITIONS AND INTERPRETATIONS

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

Term:	Meaning:
"Academic Year"	The period between September in one Year to July in the next Year determined by the Guild as the period during which Students are required to be registered with University College Birmingham. Each Academic Year is for the time being divided into two semesters
"Appointed Trustee"	A Trustee appointed in accordance with Clause [46] who for the avoidance of doubt shall not be deemed to be either a major Guild office holder or a sabbatical Guild office holder for the purposes of section 22 of the Education Act
"Appointments Committee"	The committee set up in accordance with the Bye-Laws that will include the President, the Guild Manager, two Officer Trustees, two members of Student Council and a person nominated by University College Birmingham
"Board of Trustees" or "Board"	The Board of Trustees of the Guild
"Bye-Laws"	The bye-laws setting out the working practices of the Guild made from time to time in accordance with Clause [74].
"Chair"	The chair of the Board of Trustees, who shall be appointed in accordance with Clause [84]
"Guild Manager"	The Manager of the Guild who is appointed by University College Birmingham
"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
"Code of Practice"	The code of practice relating to University College Birmingham's obligations under Section 22 of the Education Act 1994

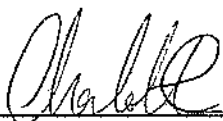
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Charlotte Gates  
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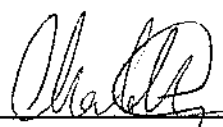
"Connected Person"	Any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner 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
"Constitution"	This Constitution of the Guild
"Deputy Chair"	The Deputy Chair of the Board of Trustees, who shall be appointed in accordance with Clause [84]
"Education Act"	The Education Act 1994
"The Executive Committee"	The Officer Trustees and the Part-Time Officers
"in writing"	Written, printed or transmitted writing including by electronic communication
"Members"	Members of the Guild being Students at University College Birmingham as further defined in Clause [12.1] and the Officer Trustees
"NUS"	National Union of Students
"office"	The head office of the Guild
"Officer Trustee"	A Trustee elected in accordance with Clause [36]
"Part-time Officers"	The Members elected to be officers of the Guild while continuing their studies at University College Birmingham
"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)

Signed: \_\_\_\_\_



Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

"Policy"	Political policy set by Referenda or the Student Council in accordance with Clauses [18] to [21] and Clause [91.2] respectively
"President"	The President of the Guild, as elected by the Members in accordance with the Bye-Laws
"RAG"	The raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes

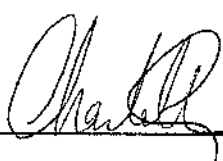
Signed:  \_\_\_\_\_

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(Deputy Chair of the Trustee Board and Guild President)

“Referendum”	A ballot in which all Members of the Guild are entitled to cast a vote, the protocol for which is set out in the Bye-Laws
“Secure Petition”	A written request to the Guild which shall be fixed in a pre-arranged place or places or held securely on-line
“Student”	Any individual who is formally registered for an approved programme of study provided by University College Birmingham. For the avoidance of doubt, University College Birmingham shall determine whether or not an individual has student status
“Student Council”	The Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Guild
“Student Trustee”	A Trustee appointed in accordance with Clause [42] who is a student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major Guild office holder.
“Subsidiary Company”	Any company in which the Guild 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
“Trustee” and “Trustees”	The Officer Trustees, the Student Trustee, and the Appointed Trustees
“Guild”	University College Birmingham Guild of Students

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

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.

Signed: 

Charlotte Gates  
(Deputy Chair of the Trustee Board and Guild President)

