Constitution

of

University of Bolton Students' Union

(An Unincorporated Association)

Approved by Annual General Meeting on 22nd February 2011
Approved by The Governors 12th April 2011

Table of Contents and Comments

Name, Objects and Powers **Page 3**
This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the Constitution can be amended.

Membership **Page 10**
This section describes who the members of the Students' Union are.

Union Employees **Page 13**
This section deals with matters relating to staffing.

Referendum **Page 13**
This section describes how referendum may be called.

Annual General Meetings and Extraordinary General Meetings **Page 13**
This section described how general meetings are called and what business will take place within them.

Trustees **Page 14**
This section describes who the Trustees are, how they are appointed, how they can be removed and their powers.

Proceedings of Committees **Page 19**
This section lays out how meetings will be called and run and how attendees can make decisions.

Senate **Page 19**
This section deals with the powers and responsibilities of Senate.

General **Page 21**
This section deals with miscellaneous questions and a table of definitions and interpretations.

Constitution

of

University of Bolton Students' Union

BACKGROUND

A. The University of Bolton Students' Union (the "Union") is a Students' Union within the meaning of the Education Act 1994. The Union is an unincorporated association and as such is distinct and separate from the University of Bolton Higher Education Corporation. The Union is devoted to the educational interests and welfare of its Members.

B. The Union will seek at all times to:

(i) ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation;

(ii) pursue its aims and objectives independent of any political party or religious group; and

(iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.

C. This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.

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

E. The University has no obligations whether direct or indirect in respect of debts and liabilities of the Union, nor does it have any obligations to contribute in any winding up or dissolutions of the Union. The requirement of The Governors to approve and periodically review (at intervals of not more than 5 years) this Constitution does not in any way imply that there is a common identity of the parties.

Definitions and Interpretation

1. The meanings of any defined terms used in this Constitution are set out in Clause 92. If any dispute arises then:

1.1 in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the President;

1.2 in the event of a challenge to the President's interpretation of this Constitution or any of the Bye-Laws, the matter should be referred to an Annual General Meeting or Extraordinary General Meeting and, in the interim where required, determined by the Board of Trustees;

1.3 in the event of a challenge to the Union President's interpretation of another document delegated from this Constitution, the matter should be referred to the Board of Trustees;

1.4 in the event of a dispute between the Constitution and a Bye-Law the Constitution will take precedence;

Name

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

Objects

3. The Union's objects are the advancement of education of students at the University of Bolton for the public benefit by:

3.1 promoting the interests and welfare of students at the University of Bolton during their course of study and representing, supporting and advising students;

3.2 being the recognised representative channel between students and the University of Bolton 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 to further any other purpose, the Union may:

4.1 provide services and facilities for Members;

4.2 establish, support, promote and operate a network of student activities for Members;

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

4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;

4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;

4.8 provide or appoint others to provide advice, guidance, representation and advocacy;

4.9 co-operate with other charities and bodies and exchange information and advice with them;

4.10 become a member, affiliate or associate of other charities and bodies;

4.11 support, set up or collaborate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;

4.12 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;

4.13 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;

4.14 borrow and raise money on such terms and security as the Union and The Governors may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993);

4.15 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use if the Trustees and The Governors consider it appropriate to do so;

4.16 sell, manage, lease, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993) if the Trustees consider it appropriate to do so;

4.17 set aside funds for special purposes or as reserves against future expenditure if the Trustees consider it appropriate to do so;

4.18 invest and deal with the Union's money not immediately required for its objects in accordance with the Union's financial regulations;

4.19 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:

4.19.1 the investment policy is set down in writing for the financial expert by the Trustees;

4.19.2 every transaction is reported promptly to the Trustees;

4.19.3 the performance of the investment is reviewed regularly by the Trustees;

4.19.4 the Trustees are entitled to cancel the delegation at any time;

4.19.5 the investment policy and the delegation arrangements are reviewed at least once a year;

4.19.6 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

4.19.7 the financial expert may not do anything outside the powers of the Trustees;

4.20 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;

4.21 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;

4.22 trade in the course of carrying out any of its objects;

4.23 establish or acquire subsidiary companies to carry on any taxable trade if the Trustees and The Governors consider it appropriate to do so;

4.24 subject to Clause 5 (Limitation on private benefits), employ and pay employees and professionals or other advisors;

4.25 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants if the Trustees consider it appropriate to do so;

4.26 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:

4.26.1 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);

4.26.2 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

4.26.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and

4.27 do all such other lawful things as shall further the Union's objects.

5. Limitation on private benefits

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

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

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

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

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

5.3.1 any payments made to any Trustee in their capacity as a beneficiary of the Union;

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

5.3.3 reasonable and proper remuneration to any Sabbatical Officer for any goods or services supplied to the Union 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 Officers under contracts of employment with the Union;

(b) subject to Clause 5.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee; and

(c) if the person being remunerated is a Trustee the procedure described in Bye-Law 5: Proceedings of the Board of Trustees, Clause 13, 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) subject to Clause 5.5, this provision may not apply to more than half of the Trustees in any financial year; and

(e) at all times the provisions of the Education Act are complied with.

5.3.4 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.26;

5.3.5 any payments made to any Trustee or officer under the indemnity provisions set out in Bye-Law 5: Proceedings of the Board of Trustees, Clause 13; and

5.3.6 any payments authorised in writing by the Charity Commission.

5.4 For any transaction authorised by Clause 5.3, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Clause 5.3 have been complied with.

5.5 Where a vacancy arises on the Board of Trustees with the result that Clause 5.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Officer Trustees receiving remuneration in accordance

with Clause 5.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

Incorporation

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

Dissolution

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

Amendments to the Constitution

8. The Trustees and the University of Bolton 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 Union ceasing to be a charity.

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

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

11.1 a resolution of the Ordinary Members passed at a general meeting by at least 66% of those present and voting; or

11.2 a resolution passed by a 66% majority of the Ordinary Members voting in a Referendum provided that at least 42 Ordinary Members cast a vote in the Referendum,

providing any proposed amendment is approved by The Governors.

Bye-Laws

12. The Board of Trustees and the Senate shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution and the byelaw is not specified therein with requiring The Governors approval for any amendment or appeal.

12.1 The Governors approval is required for; Bye-Law 1: Membership, Bye-Law 2: Referendum, Bye-Law 3: Proceedings of the Annual General Meeting and Extraordinary General Meeting, Bye-Law 4: Proceedings of Senate, Bye-Law 5: Proceedings of the Board of Trustees, Bye-Law 6: Election Regulations, Bye-Law 7: Sport and Societies, Bye-Law 8 Member Complaints and Disciplinary Procedure and Bye-Law 9: Financial Regulations.

Membership

Ordinary Members

13. An Ordinary Member of the Union shall be any person within the following four categories of the Union unless he/she has indicated otherwise in writing (see Bye-Law 1: Membership):

13.1 Full-time students - those students who are registered to attend full-time courses at the University;

13.2 Part-time students – those students who are registered to attend part-time courses at the University, including those on non-credit-bearing courses;

13.3 Non-Sabbatical Officers;

13.3.1 shall be elected in a secret ballot of all Ordinary Members of the Students' Union;

13.3.2 the election shall be held in accordance with the election regulations (see Bye-Law 6: Election Regulations);

13.3.3 candidates for a position must be either full-time or part-time students of the University;

13.3.4 the term of office shall begin either on the first day of the third term of an Academic Year or at the time the election of the officer is announced, whichever is the later;

13.3.5 the term of office shall end on the day before the first day of the third term of an Academic Year or at such time as the officer resigns, is removed from office or the Board of Trustees unanimously agree that the officer is permanently unavailable to hold office;

13.3.6 if a Non-Sabbatical Officer ceases to be a student of the University, they shall be deemed to have resigned from office.

13.4 Sabbatical Officers;

13.4.1 Shall be elected in a secret ballot of all the Ordinary Members of the Union;

13.4.2 the election shall be held in accordance with the election regulations (see Bye-Law 6: Election Regulations);

13.4.3 candidates for a position must be an Ordinary Member and a student of the University;

13.4.4 the term of office shall begin either on the first day of July or at the time the election of the officer is announced, whichever is the later;

13.4.5 the term of office shall end on the last day of June or at such time as the officer resigns, is removed from office or the Board of Trustees unanimously agree that the officer is permanently unavailable to hold office;

13.4.6 Sabbatical Officers shall be remunerated at the rate as determined by the Board of Trustees from time to time pursuant to clause 5.3.3 (a);

13.4.7 Sabbatical Officers shall be deemed to be "major Union office holders" for the purposes of section 22 of the Education Act 1994;

13.4.8 no person may serve for more than 24 months in total as a Sabbatical Officer, whether consecutively or not;

13.4.9 no person may be a candidate for the position of a Sabbatical Officer if serving the entire term of office available for election would cause them to have served more than 24 months of office, consecutively or not, **even if** the person indicates that they would resign before the term has finished;

13.4.10 one Sabbatical Officer position shall be entitled 'Union President'. The Union President will be nominated to serve on The Governors and will be an ex officio delegate to NUS conference to act as the delegation leader or nominate somebody to act as delegation leader;

13.4.11 The Board of Trustees shall appoint a Sabbatical Officer to act as 'Deputy President' who shall act on behalf of the Union President when the Union President is unavailable for office for a prolonged period or when the office of Union President is vacant.

14. Membership shall not be transferable and shall cease on death. An Ordinary Member shall automatically cease to be an Ordinary Member of the Union if:

14.1 he or she ceases to be a student;

14.2 he or she ceases to be a Sabbatical Officer;

14.3 he or she opts out of membership by giving written notice to the Union in accordance with the Bye-Law 1: Membership; or

14.4 in the case of Members other than the Sabbatical Officers, a resolution is passed at a meeting of the Trustees, at which at least half of the Trustees are present, or by a majority vote of Senate, resolving that the Member be expelled solely on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. 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, or Senate, depending on which initiated it.

15. Members of the Union shall be entitled to the benefits set out in the University's Code of Practice.

Other Members of the Union

16. For those persons who do not fall within the category of Ordinary Member, then that person shall fall into one of the following six categories if they are still to be considered a Member of the Union:

16.1 Trustees

16.2 Associate Membership - All members of Union or University staff or members of Union sub-committees are eligible to become Associate Members subject to the Bye-Laws.

16.3 Alumni Membership – All former holders of Ordinary Membership are eligible to become Alumni Members subject to Bye-Laws (see Bye-Law 1: Membership).

16.4 Friends Membership – All former holders of Associate Membership or former Trustees are eligible to become Friends Members subject to the Bye-Laws (see bye-Law 1: Membership).

16.5 Honorary Life Membership – May be granted by the Senate to persons who have given exceptional service to the Union or its Members.

16.6 Reciprocal Membership – Shall be afforded to every holder of individual Membership of the National Union of Students.

17. The Senate may elect to remove any of these other memberships of the Union to such persons as they consider fit. The Senate shall determine the form of application for Associate Membership, and Associate Membership shall be subject to such rights and obligations as the Senate consider appropriate.

18. These other Members of the Union shall not be Ordinary Members for the purposes of this Constitution and shall not be entitled to vote on any matter (apart from any Trustee).

19. For rights of Members and duties (see Bye-Law 1: Membership).

Union Employees

20. Matters relating to staffing shall only be discussed and considered by the Board of Trustees and its standing and/or sub committees where delegated authority exists.

21. There shall be a staff protocol approved by the Board of Trustees in the Union Bye-Laws (see Bye-Law 16: Staff Protocol).

Referendum

22. A Referendum may be called on any issue by:

22.1 a resolution of the Trustees;

22.2 a majority vote of the Senate; or

22.3 a Secure Petition signed by at least 42 Ordinary Members.

23. Subject to Clause 11.2, a resolution may only be passed by Referendum if at least 42 Ordinary Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.

24. Referendum shall be conducted in accordance with this Constitution and the Bye-Laws (see Bye-Law 2: Referendum).

25. Subject to Clause 53, the Ordinary Members may set Policy by Referendum. Policy set by Referendum may overturn Policy set either by the Ordinary Members in an Annual General Meeting, Extraordinary General Meeting or by the Senate.

26. The proposers and opponents of a referendum shall be entitled to produce a statement of not more than 200 words, and proposers and opponents of alternative or related proposals a statement of not more than 100 words (see Bye-Law 2: Referendum).

Annual General Meetings and Extraordinary General Meetings

Annual General Meeting

27. The Union shall hold an Annual General Meeting once in each Academic 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.

28. Proceedings of meetings will be conducted in relation to Bye-Law 3: Proceedings of the Annual General Meeting and Extraordinary General Meeting.

Extraordinary General Meeting

29. The Trustees may call an Extraordinary General Meeting at any time. The Trustees shall call an Extraordinary General Meeting on receiving a requisition to that effect, signed by at least 42 Ordinary Members having the right to attend and vote at an Extraordinary General Meeting. An Extraordinary General Meeting may also be called by a majority decision by Senate.

30. Proceedings of meetings will be conducted in relation to Bye-Law 3: Proceedings of the Annual General Meeting and Extraordinary General Meeting.

Trustees

Appointment of Trustees

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

31.1 three Officer Trustees who are automatically appointed to the Board of Trustees by virtue of their position as a Sabbatical Officer;

31.2 not more than three Student Trustees, elected in accordance with Bye-Law 11: The Appointment of Student Trustees; and

31.3 not more than four External Trustees, appointed in accordance with Clause 40.

Officer Trustees

32. Each Officer Trustee must, at the start and during the course of their term of office, not be excluded from the University as a consequence of disciplinary action under the University's Student Disciplinary Rules and Procedures.

33. Each Officer Trustee at the start and during the course of their term of office must not have overdue debts above the threshold stated in Bye-Law 6: Election Regulations owing to the University in respect of tuition, accommodation or other fees.

34. An Officer Trustee shall become an Ordinary Member of the Union 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.

35. An Officer Trustee may serve no more than 24 months in total, whether consecutive or not.

Student Trustees

36. Subject to Clause 37 below, up to three Student Trustees shall be elected by the Senate provided that the election of each Student Trustee subject to Bye-Laws (see Bye-Law 11: The Appointment of Student Trustees) is ratified by a 66% majority vote of the Senate. For the avoidance of doubt, such election shall not take effect until it has been ratified by the Senate.

37. 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 of office as a Student Trustee).

38. Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

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

External Trustees

40. Four External Trustees which will include one member of The Governors appointed by The Governors. The three remaining External Trustees appointed in accordance with Bye-Law 13: The Appointment Committee.

41. Unless their appointment is terminated in accordance with Clauses 43 to 47, External Trustees shall remain in office for a term of up to three years commencing in accordance with the Bye-Laws.

42. External Trustees may serve a maximum of three terms which may either be consecutive or non-consecutive.

Disqualification, Resignation and Removal of Trustees

43. The office of a Trustee shall be vacated if:

43.1 he or she becomes prohibited by law from being a charity trustee;

43.2 in the case of a Student Trustee, he or she ceases to be a student;

43.3 in the case of an Officer Trustee, he or she ceases to be a Sabbatical Officer;

43.4 in the case of an Officer Trustee and/or Student Trustee, he or she is excluded from the University as a consequence of disciplinary action under the University's Student Disciplinary Rules and Procedures;

43.5 in the case of an Officer Trustee and/or Student Trustee, he or she has any overdue debts above the threshold stated in the Bye-Law owing to the University in respect of tuition, accommodation or other fees;

43.6 he or she is deemed to be guilty of gross misconduct or not upholding the Union's charitable objectives, constitution or policies;

43.7 he or she resigns by notice to the Union (but only if at least the number of Trustees will remain at a ratio in favour of the Officer Trustees, Student Trustees collectively against that of the External Trustees when the notice of resignation is to take effect);

43.8 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;

43.9 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

43.10 he or she is removed from office under Clauses 44 to 47.

Removal of Officer Trustees

44. The office of an Officer Trustee shall be vacated by an Officer Trustee if:

44.1 a motion of no confidence in the Officer Trustee is passed by a simple majority of the Ordinary Members voting in a Referendum, provided that at least 42 Ordinary Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 42 Ordinary Members.

Removal of Student and External Trustees

45. The office of Student or External Trustee shall be vacated if a majority resolution of no confidence is passed by their appointing body. 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 Bye-Law 5: Proceedings of Board of Trustees, Clause 8.

Rights of Removed Trustee

46. A resolution to remove a Trustee in accordance with Clause 45 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.

47. A Trustee removed from office in accordance with Clause 45 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 the University of Bolton, one independent person and an officer of another Students' Union. The independent person shall be a Member who is not a Trustee or a member of the Senate. The Union may consult with NUS in relation to the appeals process and in particular the appointment of independent persons to the Appeals Panel.

Replacement of Trustees

48. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause 36.

49. If an External Trustee resigns, is disqualified or removed from office, an External Trustee shall be appointed to the vacancy in accordance with Bye-Law 13: Appointments Committee respectively.

Powers of the Trustees

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

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

52. The Board of Trustee's powers under Clause 50 shall include but not be limited to responsibility for:

52.1 the governance of the Union;

52.2 the budget of the Union; and

52.3 the strategy of the Union.

53. The Board of Trustees may override any decision and Policy made by the Ordinary Members in an Annual General Meeting, Extraordinary General Meeting or Referendum or by the Senate which the Trustees consider (in their absolute discretion):

53.1 has or may have financial instabilities for the Union;

53.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);

53.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or

53.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 52.

54. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Bye-Law 5: Proceedings of The Board of Trustees, Clause 8, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.

55. All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:

55.1 was not properly appointed;

55.2 was disqualified from holding office;

55.3 had vacated office; or

55.4 was not entitled to vote.

Delegation of Trustees' Powers

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

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

Delegation to Committees

58. In the case of delegation to committees:

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

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

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

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

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

59. The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses 57 and 58:

59.1 Appointments Committee; and

59.2 Employment and Finance Committee.

Bank Account

60. For the avoidance of doubt, the Trustees may (in accordance with Clauses 57 and 58) delegate all financial matters to any committee provided that such committee shall

include at least two Trustees. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been prior approved by the Trustees.

Proceedings of Committees

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

Proceedings of Trustees

62. Subject to the provisions of this Constitution and the Bye-Laws, the Trustees may regulate their proceedings as they think fit. (see Bye-Law 5: Proceeding of the Board of Trustees)

Senate

63. The Senate shall have the authority and responsibility to:

63.1 represent the voice of the students;

63.2 subject to Clause 53, set the Policy of the Union over a three (3) year period and refer Policy to Referendum of the Ordinary Members (in accordance with the Bye-Laws);

63.3 subject to clauses 12 and 12.1, make, repeal and amend the Bye-Laws jointly with the Trustees;

63.4 unless confidential, receive all minutes from the Board of Trustees;

63.5 appoint Associate Members in accordance with Clause 16.2 and the Bye-Laws (see Bye-Law 1: Membership).

63.6 monitor, review and (where appropriate) recommend to the Board of Trustees the business of the Union appertaining to clubs, societies, education, welfare and culture;

63.7 implement the resolutions of the Annual General Meeting or Extraordinary General Meeting;

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

65. The Senate shall comprise two groups of members known as the:

65.1 Elected Members; and

65.2 Representatives.

66. The Elected Members and the Representatives may only meet in Senate.

67. The Senate shall conduct itself in accordance with the Bye-Law 4: Proceedings of Senate, to this Constitution.

Elections

68. The Elections Committee shall be responsible for the arrangement and government of all Union elections and referendums.

69. Members of the Elections Committee shall be appointed by the Board of Trustees except as specified under Clause 71.

70. No Ordinary Members who are elected to serve as Non-Sabbatical Officers under Clause 13.3 or Sabbatical under Clause 13.4 may serve on the Elections Committee.

71. The Governors may appoint a member of the Elections Committee who is entitled to act on behalf of the Governors in order to meet their obligations under the Education Act 1994 and satisfy themselves that the elections are fairly and properly conducted.

72. The Board of Trustees shall appoint a Returning Officer who shall carry out duties on behalf of the Elections Committee.

73. The Elections Committee may, subject to the approval of the Board of Trustees and The Governors, propose amendments to Bye Laws.

Affiliations by Clubs and Societies

74. The Union may accept affiliations by clubs and societies formed by its Ordinary Members providing;

74.1 affiliated clubs or societies must have a membership that includes at least 10 Ordinary Members of the Union. Sports Clubs must have a minimum of 10 Ordinary Members or the correct number needed to form a team including substitutes under the National Governing Body guidelines. The President in exceptional circumstances will be able to bypass such an arrangement in order to affiliate if its in the interests of the Union and its Members to do so;

74.2 each affiliated club or society must have a written constitution prior approved by the Union; and

74.3 the acceptance of the affiliation must be in accordance with any provision of this Constitution, and any Bye-Law made by the Board of Trustees from time to time.

75. The Union may sponsor the activities of any affiliated club or society providing:

75.1 written procedure of the process by which clubs and societies may receive sponsorship should exist in the Union Bye-Laws and be made freely available to all students and distributed to each club and society upon affiliation to the Union; and

75.2 activities being sponsored are lawful and intra-virus for both the affiliated club or society and the Union. (See byelaw 7: Sports Clubs and Societies)

Complaints Procedure for Members

76. A procedure shall exist for all categories of Members to complain about there dealings with the Union should provide how the Union may investigate and respond to such complaints and this is outlined in Bye-Law 8: Member Complaints and Disciplinary Procedure, Section A, to this Constitution.

77. If any individual who has opted not to be a member of the Union is unsatisfied with the response the Union makes to their complaint, they shall be referred to the University of Bolton's Code of Practice for the Students' Union.

Disciplinary Procedures for Members

78. A procedure shall exist to address all matters of Members' discipline and this is outlined in Bye-Law 8: Member Complaints and Disciplinary Procedure, Section B, to the Constitution

Affiliations to External Organisations

79. The Union may affiliate itself to any external body that the Board of Trustees deems appropriate. Arrangements should be made for a report listing all such bodies and any amounts paid to be published at the Union's Annual General Meeting.

80. If the question of continued affiliation to an external organisation is raised then a written requisition may be made by 5% of Ordinary Members.

80.1 Should a successful requisition be made, the Elections Committee shall be convened and be required to put the question of continued affiliation to the organisation in question to a secret ballot of all Ordinary Members.

80.2 Such a requisition may only be made once in any Academic Year.

General

Irregularities

81. 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

82. The Trustees shall keep minutes of:

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

82.2 all resolutions of the Ordinary Members and of the Trustees and any such minutes, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Ordinary Member or Trustee of the Union, be sufficient evidence of the proceedings or the resolution.

83. The minutes of the meetings referred to in Clause 82 above shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes (in their entirety) shall also be kept in the Union's offices and shall be made available to The Governors upon their request.

Accounts and Reports

84. The Trustees shall comply with the requirements of the Education Act 1994 and the Charities Act 1993 as to keeping financial records, the audit or examinations of accounts.

85. The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause 84.

Notices

86. Subject to Clause 87, 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.

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

87.1 personally;

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

87.3 by leaving it at the address of the Member;

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

87.5 by posting it on the Union's website.

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

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

Indemnity

90. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other Officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which 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 Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees' Indemnity Insurance

91. The Trustees shall have power to resolve pursuant to Clause 4.26 to effect trustees' indemnity insurance, despite their interest in such policy.

Definitions and Interpretations

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

	Term	Meaning
92.1	"Academic Year"	the period as determined annually by The University of Bolton;
92.2	"Appointments Committee"	the committee set up in accordance with the Bye-Laws;
92.3	"Board of Trustees" or "Board"	the Board of Trustees of the Union;
92.4	"Bye-Laws"	the Bye-Laws setting out the working practices of the Union made from time to time in accordance with Clause 12;
92.5	"Chair"	the chair of the Board of Trustees, who shall be in accordance with Bye-Law 5: Proceedings of Board of the Trustees, Clause 9.1;
92.6	"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;
92.7	"Code of Practice"	the code of practice relating to the University of Bolton's obligations under Section 22 of the Education Act 1994 as approved from time to time by The Governors;
92.8	"Constitution"	this Constitution of the Union;
92.9	"Deputy Chair"	the Deputy Chair of the Board of Trustees, who shall be appointed in accordance with Bye-Law 5: Proceedings of Board of Trustees, clause 9.2;
92.10	"Elected Members"	Sabbatical Officers or Non-Sabbatical Officers;
92.11	"External Trustee"	a Trustee appointed in accordance with Clause 40 who for the avoidance of doubt shall not be deemed to be either a major Union Office holder or a Sabbatical Union Office holder for the purposes of section 22 of the Education Act 1994;
92.12	"in writing"	means written, printed or transmitted writing including by electronic communication;
92.13	"Members"	members of the Union being students at the University of Bolton as further defined in Clause 13 and Clause 16;
92.14	"Non-Sabbatical Officer"	the Members elected to be Officers of the Union part-time in accordance with the Bye-Laws;
92.15	"NUS"	National Union of Students;
92.16	"Office"	the head office of the Union;
92.17	"Officer Trustee"	Sabbatical Officers who are appointed in accordance with Clause 31.1
92.18	"Ordinary Member"	any member of the Union as defined in

		Clause 13;
92.19	"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);
92.20	"Policy"	representative and campaigning policy set by Referendum or the Senate in accordance with Clauses 22 - 25 and Clause 63.2 respectively;
92.21	"President"	the President of the Union, as elected by the Members in accordance with the Bye-Laws;
92.22	"RAG"	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
92.23	"Referendum"	a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;
92.24	"Representatives"	All ordinary members who have been appointed to serve on the School Board of study in their capacity as a student;
92.25	"Sabbatical Officer"	the Members elected to be Officers of the Union full-time in accordance with the Bye-Laws;
92.26	"Secure Petition"	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
92.27	"Senate"	the student body elected by and from students constituted in accordance with this Constitution and the Bye-Laws of the Union;
92.28	"Student"	any individual who is formally registered for an approved programme of study provided by the University of Bolton. For the avoidance of doubt, the University of Bolton shall determine whether or not an individual has student status;

92.29	"Student Trustee"	a Trustee elected in accordance with Clause 36 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act 1994, be a major Union Office holder;
92.30	"Subsidiary Company"	any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
92.31	"Trustee" and "Trustees"	all Student Trustees, External Trustees;
92.32	"The Governors"	The University of Bolton's Board of Governors;
92.33	"The University of Bolton"	means The University of Bolton higher education corporation; and
92.34	"Union"	the University of Bolton Students' Union.

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

94. 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.

UNIVERSITY OF BOLTON STUDENTS' UNION

GOVERNANCE STRUCTURE

(Approved Date)

Governing Document
Membership Control
Decision Making/Strategy
Advisory/Delegated Authority
Other

Abbreviations

BOT - Board of Trustees
BOG - Board of Governors

CONSTITUTION

Amendments can only be made by AGM/EGM with a 2/3rds majority and with the approval of the University's Board of Governors .

(Motion for amendment requires Board of Trustees approval)

REFERENDA

A mechanism for Ordinary members to accept or reject a particular proposal (motion) by means of a secret ballot

Organisation:
The President or Chair of the Board of Trustees shall be responsible for organising a referenda when instructed.

Establishing a Referenda:
A secure petition of at least 42 members
A Resolution of the Board of Trustees
A Majority vote at a Union Senate meeting or 2/3rds majority where removal of Sabbatical Officers is concerned

Powers
Determining policy of the union over a 3 year period.
Make any amendments to the Union Constitution and its Bye-Laws* subject to the approval of the Board of Trustees and the Board of Governors.

ANNUAL GENERAL MEETING

Membership:
At least 35 Ordinary members
At least 50% Board of Trustees members (no member overlapping)

Powers:
Determining policy of the union over a 3 year period.
Approving the strategic direction of the union as recommended by the Senate.
Hold the Senate and Board of Trustees accountable.
Make and alter any amendments to the Union Constitution and alter its Bye-Laws* subject to the approval of the Board of Trustees and the Board of Governors of the University of Bolton

Voting:
Board of Trustees have 1/3 total votes
Ordinary members have 2/3 (all simple majority)

Other:
Can be held at request of the Board of Trustees, Senate, or written request of 35 members
Policy Lapse after 2 future Annual General Meetings have taken place

EXTRAORDINARY GENERAL MEETING

Membership:
At least 42 Ordinary members
At least 50% of Board of Trustees members (no member overlapping)

Powers:
Alter Constitution
Alter Bye-Laws*
Pass Policy
Receive reports from the Board of Trustees about Legal/Financial issues facing the Union

Other:
Can be held at request of the Board of Trustees, Senate, or written request of 50 members

APPOINTMENTS COMMITTEE

(Advisory)

Membership:
Union President
Chair of the Board of Trustees
2 Student members nominated by Senate

Powers:
To be responsible on behalf of the BOT for identifying and proposing external Trustees (except of the BOG Trustee appointed member)

Quorum:
At least 3 members, one of whom must be the Chair of the Appointments Committee or Chair of the BOT.

SENATE

Represents the voice of the Students

Membership:
Elected Members (Sabbatical and Non-Sabbatical Officers)
Representatives (School Board of Study Representatives)

Powers:
Set Policy of the Union and refer Policy to Referenda
Recommend the Union's Strategic Direction to the Board of Trustees

Voting:
Majority vote with Chair having casting vote where there is an equality of votes.

Other:
Quorum for Senate is not < 50% of Elected Members

BOARD OF TRUSTEES

The Legal personality of the Union, ensures legal obligations are met and is responsible for performance management

Membership:
3 Officer Trustees
3 Student Trustees (appointed by Senate)
4 External Trustees (appointed by the Appointments Committee except for the Board of Governors appointed Trustee)

Powers:
Responsible for the management and administration of the Union and (subject to 94 Ed Act, Constitution and Bye-Laws) may exercise all powers to Veto any resolution or action if it believes it to be ultra-vires or unlawful
Collectively ensure the delivery of Union objectives, set out its strategic direction and uphold its values

Voting:
Majority vote with Chair having casting vote where there is an equality of votes.

Quorum:
Shall be at least 5 Members which must include 1 Officer Trustee and 2 Externals Trustees

SPORTS / SOCIETIES COUNCIL

Powers
To approve sports and societies affiliations in accordance with the Constitution

Membership
Affiliated Clubs and Societies

Quorum
50% of Affiliated Clubs or Societies

DELEGATED COMMITTEES

RADIO STATION
NEWSPAPER

(Refer to Bye-Law)

EMPLOYMENT AND FINANCE COMMITTEE

(Acts as an advisory / decision making committee to the Board of Trustees)

Membership:
Union President
An appointee of the University's Executive Management team
Two Elected Members or Representatives nominated by the Board of Trustees

Powers:
To advise the Board of Trustees and make specific decisions on matters relating to Employment and Finance

Voting:
Majority vote with Chair having casting vote where there is an equality of votes.

Quorum:
Minimum of 3 Members and must include the University's Executive Management appointee

ELECTIONS COMMITTEE

(Responsible for overseeing and the arrangement of all elections and referenda)

Membership:
Determined annually by the Board of Trustees
An Appointee of University Board of Governors

Powers:
Overseeing and the arranging all elections and referenda

Quorum:
At least 50% of all members