

## **Constitution**

### **Cardiff Met Students' Union**

#### **1. Name**

- 1.1 The name of the Association is Cardiff Met. Students' Union ("the Association")

#### **2. Objects**

The objects of the Association are:

- 2.1 the advancement of education of students at Cardiff Metropolitan University for the public benefit by:
- 2.1.1 providing opportunities for the expression of student opinion and actively representing the interest of students;
  - 2.1.2 acting as a channel of communication in dealing with Cardiff Metropolitan University and other external bodies;
  - 2.1.3 facilitating the social, recreational and education interests of its Membership, through providing services and support for its Members; and
  - 2.1.4 working with other students' unions and affiliated bodies.
- 2.2 the advancement of student welfare and the relief of the needs of students at Cardiff Metropolitan University through:
- 2.2.1 the provision of recreational and leisure time activities provided in the interests of social welfare designed to improve conditions of student life;
  - 2.2.2 the provision of support and activities which develop skills, capacities and capabilities to participate in society as mature responsible individuals;
  - 2.2.3 the provision of services to promote the well being of Cardiff Metropolitan University students generally and as individuals in need.

#### **3. Powers**

The Association has the following powers, which may be exercised (alone or in co-operation with others) only in promoting the Objects:

- 3.1 To promote or carry out research
- 3.2 To provide guidance, advice, or advocacy
- 3.3 To publish or distribute information

- 3.4 To promote, support, amalgamate, cooperate with, become a member of, affiliate or associate of any other body
- 3.5 To support, administer or set up other charities
- 3.6 To raise funds and to trade (but not by means of taxable trading)
- 3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 3.8 To acquire, hire or receive property of any kind whether or not on trust
- 3.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 3.10 To incorporate and transfer all its assets and liabilities to a charitable limited liability legal entity (including but not limited to a company limited by guarantee or Charitable Incorporated Organisation)
- 3.11 To set aside funds for special purposes or as reserves against future expenditure
- 3.12 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 3.13 To delegate the management of investments to a financial expert, but only on terms that:
  - 3.13.1 the investment policy is recorded in writing for the financial expert by the Committee
  - 3.13.2 every transaction is reported promptly to the Committee
  - 3.13.3 the performance of the investments is reviewed regularly with the Committee
  - 3.13.4 the Committee are entitled to cancel the delegation arrangement at any time
  - 3.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
  - 3.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt
  - 3.13.7 the financial expert must not do anything outside the powers of the Committee
- 3.14 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association when required
- 3.15 To insure members of the Board against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)

Date of Approval – May 2020

Date of Review – May 2021

- 3.16 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers including but not limited to the employment of Cardiff Metropolitan University Students as Sabbatical Officers of the Association who have been duly elected as such in accordance with this Constitution
- 3.17 To enter into contracts to provide services to or on behalf of other bodies
- 3.18 To provide services and facilities (including licensed facilities) to students whether or not they shall be Members of the Association
- 3.19 To establish, support, promote and operate a network of student activities for Members
- 3.20 Subject to compliance with the Education Act 1994 and guidance issued by the Charity Commission to engage in campaigning and political activities provided that the proposed activities will further the purposes of the Association to an extent justified by the resources committed and so that the activities are not the dominant means by which the Association shall carry out its objects
- 3.21 To promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes
- 3.22 To do anything else within the law which promotes or helps to promote the Objects

#### **4. Membership**

- 4.1 Membership of the Association is open to any registered full or part time student at Cardiff Metropolitan University who has not opted out of membership
- 4.2 The Board may establish different classes of Membership, set appropriate rates of subscription and determine the rights attached to any such class of Membership
- 4.3 The Board must keep a register of Members
- 4.4 A Member may resign by written notice to the Association
- 4.5 The Board may terminate the Membership of any individual or organisation whose continued Membership would in the reasonable view of the Board be harmful to the Association (but only after notifying the Member concerned in writing and considering the matter in the light of any written representations which the Member puts forward within 14 clear days after receiving notice)
- 4.6 Membership of the Association is not transferable

## **5. General Meetings**

- 5.1 The Board shall determine the class of Members eligible to attend a general meeting of the Association and in default all Members are entitled to attend general meetings of the Association in person
- 5.2 General meetings are called by 21 clear days' published notice to the Members specifying the business to be transacted
- 5.3 There is a quorum at a general meeting if the number of Members personally present is at least 100 (or 1.0 % of the Members if greater)
- 5.4 The President or (if the President is unable or unwilling to do so) the Vice President or if not some other Member elected by those present presides at a general meeting
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the Members present in person (or by Proxy if the same has been agreed by the Board).
- 5.6 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)
- 5.7 At an AGM the Members:
  - 5.8.1 receive the accounts of the Association for the previous financial year
  - 5.8.2 receive the report of the Board on the Association's activities since the previous AGM
  - 5.8.3 appoint an auditor or independent examiner for the Association where required
  - 5.8.4 discuss and determine any issues of policy or deal with any other business put before them
- 5.9 An AGM may be called at any time by the Board and must be called within 14 days after a written request to the Board from at least 50% of Members

## **6. The Board of Trustees**

- 6.1 The Board as charity trustees have control of the Association and its property and funds
- 6.2 The Board when complete consists of at least three and not more than ten individuals, as follows:
  - 6.2.1 the President and Vice President ("the Sabbatical Officers") who are elected by the Members in accordance with this Constitution from amongst their number to serve for a period of one year but may be re-elected for one further year thereafter

- 6.2.2 the paid Chief Executive Officer of the Association
- 6.2.3 one representative of each school of learning at Cardiff Metropolitan University for the time being, which at the date of this Constitution are:
- (i) Art and Design
  - (ii) Education
  - (iii) Sport
  - (iv) Management
  - (v) Health Sciences
  - (vi) Technology
- PROVIDED THAT each representative shall be a Member who shall be appointed by the Committee for a maximum period of 1 year subject to reappointment for an additional 2 further academic years only.
- 6.2.4 Up to two individuals with specialist knowledge appointed by the Board from outside of the Members to serve for a period of no more than 3 years subject to reappointment thereafter PROVIDED THAT no person so appointed shall serve for more than 6 years.
- 6.3 Every Board member must sign a declaration of willingness to act as a charity trustee of the Association before they is eligible to vote at any meeting of the Committee
- 6.4 A Board member automatically ceases to be a member of the Board of Trustees if they:
- 6.4.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
  - 6.4.2 is incapable, whether mentally or physically, of managing his or her own affairs
  - 6.4.3 is absent without the agreement of the Board from 2 consecutive meetings of the Board
  - 6.4.4 if required to be such, ceases to be a Member of the Association (but such a person may be reinstated by resolution of all the other members of the Board on resuming Membership of the Association)
  - 6.4.5 resigns by written notice to the Board (but only if at least three Board members will remain in office)
  - 6.4.6 is removed by a resolution passed by all the other members of the Board after inviting the views of the Board member concerned and considering the matter in the light of any such views
  - 6.4.7 in the case of a Sabbatical Officer received a Vote of No Confidence by the Membership (as shall be defined in the rules relating to the election and removal of sabbatical officers)
- 6.5 A retiring Board member is entitled to an indemnity from the continuing Board members at the expense of the Association in respect of any liabilities properly incurred while they held office

- 6.6 A technical defect in the appointment of a Board member of which the Board are unaware at the time does not invalidate decisions taken at a meeting

## **7. Board of Trustees Meetings**

- 7.1 The Board must hold at least 4 meetings each year
- 7.2 A quorum at a Board meeting is three Board members of whom one must be a Sabbatical Officer
- 7.3 A Board meeting may be held either in person or through electronic means agreed by the Board in which each participant may communicate with all other participants.
- 7.4 The President or (if the President is unable or unwilling to do so) the Vice President or if not some other member of the Board chosen by the members present presides at each Board meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at a Board meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue
- 7.7 The Board will establish a Finance & Services sub committee comprising of at least 5 members , 3 of which must be the Sabbatical Officers and the Chief Executive Officer.
- 7.8 The minutes of all Finance & Services sub committee meetings shall be a standard agenda item at each Board meeting

## **8. Powers of Board of Trustees**

The Board have the following powers in the administration of the Association:

- 8.1 subject to clause 1.7 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)

- 8.2 to make rules regarding the election and removal of Sabbatical Officers by any appropriate class of Members of the Association and to provide for their payment and the duties to be carried out by them in such rules
- 8.3 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings including but not exclusively relating to the adjournment of inquorate meetings and the reduction of quorums on the recovering of such meetings, the use of a poll, proxy voting or postal voting
- 8.4 to make Rules consistent with this Constitution about the Board and sub-committees
- 8.5 to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds)
- 8.6 to resolve or establish procedures to assist the resolution of disputes within the Association
- 8.7 to exercise any powers of the Association which are not reserved to a general meeting

## **9. Property and Funds**

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the Members of the Association or the Board
- 9.2 Save as provided for in clause 9.7 in relation to the payment of the Chief Executive Officer and the Sabbatical Officers, no Board member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:
  - 9.2.1 under clauses 3.15 (indemnity insurance) and 9.2.6 (fees)
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association
  - 9.2.3 interest at a reasonable rate on money lent to the Association
  - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Association
  - 9.2.5 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
  - 9.2.6 any Board member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Association on the instructions of the other Board members but (i) only if the procedure prescribed by clause 9.3 is followed in selecting the member, firm or company concerned and setting the fees and (ii) provided that this provision when taken together with payments made under clause 9.7 may not apply to more than one half of the Board members in any financial year
  - 9.2.7 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary

- 9.2.8 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Board)
- 9.3 Whenever a Board member has a personal interest in a matter to be discussed at a Board meeting, the member must:
  - 9.3.1 declare an interest before discussion begins on the matter
  - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
  - 9.3.3 not be counted in the quorum for that part of the meeting
  - 9.3.4 withdraw during the vote and have no vote on the matter
- 9.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Association may be paid reasonable fees
- 9.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.12 until needed
- 9.6 Investments and other property of the Association may be held:
  - 9.6.1 in the names of the Board Members for the time being (or in the name of the Board if incorporated under the Charities Act 1993)
  - 9.6.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or of a financial expert acting on their instructions
  - 9.6.3 in the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Board
  - 9.6.4 in the name of a trust corporation as a holding trustee for the Association, which must be appointed (and may be removed) by deed executed by the Board
  - 9.6.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court
- 9.7 Notwithstanding the provisions of clauses 9.1 and 9.2 above, but subject to the application of clause 9.3, the Chief Executive and the elected Sabbatical Officers shall be paid and be entitled to retain in the case of the Chief Executive his salary for acting as such and in the case of the Sabbatical Officers such payment as is in accordance with the rules relating to the same referred to in clause 8.3

## **10. Records and Accounts**

- 10.1 The Board must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

Date of Approval – May 2020

Date of Review – May 2021



- 10.1.1 annual reports
- 10.1.2 annual returns
- 10.1.3 annual statements of account

10.2 The Board must keep proper records of:

- 10.2.1 all proceedings at general meetings
- 10.2.2 all proceedings at Board meetings
- 10.2.3 all reports of sub-committees
- 10.2.4 all professional advice obtained

10.3 Annual reports and statements of account relating to the Association must be made available for inspection by any Member of the Association

10.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Association's reasonable costs (as required by the Charities Act 1993)

## **11. Notices**

11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper published at Cardiff Metropolitan University or in any newsletter distributed by the Association.

11.2 The address at which a Member is entitled to receive notices is the address noted in the register of Members (or, if none, the last known address)

11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

- 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 11.3.2 two clear days after being sent by first class post to that address
- 11.3.3 three clear days after being sent by second class post or overseas post to that address
- 11.3.4 on the date of publication of a journal or newspaper containing the notice
- 11.3.5 on being handed to the Member personally or, if earlier,
- 11.3.6 as soon as the Member acknowledges actual receipt

11.4 A technical defect in the giving of notice of which the Members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

## **12. Amendments**

Subject to the agreement of the Board of Governors of Cardiff Metropolitan University this Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

- 12.1 The Members must be given 21 clear days' notice of the proposed amendments.
- 12.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association.
- 12.3 This constitution may also be amended by the Board of Governors of Cardiff Metropolitan University upon the recommendation of the Board PROVIDED THAT such amendment shall only be made where the Board and the Board of Governors of Cardiff Metropolitan University agree that a general meeting would be impractical.
- 12.4 Clauses 2, 9.2 and 9.3 may not be amended without the prior written consent of the Commission.

## **13. Incorporation**

- 13.1 The Board may apply to the Commission under the Charities Act 1993 for a certificate of incorporation relating to the Board but only after consulting the Members at a general meeting.
- 13.2 The Members at a general meeting may authorise the Board to transfer the assets and liabilities of the Association to a limited company established for exclusively charitable purposes within, the same as or similar to, the Objects and of which the Members of the Association will be entitled to be Members.
- 13.3 On a transfer under clause 13.2 the Board must ensure that all necessary steps are taken as to:
  - 13.3.1 the transfer of land and other property
  - 13.3.2 the novation of contracts of employment and transfer of pension rights and
  - 13.3.3 the trusteeship of any property held for special purposes

## **14. Dissolution**

- 14.1 If at any time the Members at a general meeting decide to dissolve the Association, the members of the Board will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs.

14.2 After making provision for all outstanding liabilities of the Association, the Board must apply the remaining property and funds in one or more of the following ways:

14.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

14.2.2 directly for the Objects or charitable purposes, within or similar to, the Objects

14.2.3 in such other manner consistent with charitable status as the Commission approve in writing in advance

14.3 A final report and statement of account relating to the Association must be sent to the Commission.

## 15. Services to Non-members

15.1 Students who have exercised their right not to be members of the Association at Cardiff Metropolitan University, as stated in Part II of the Education Act 1994, must not be unfairly discriminated against. Non-members have the right of access to and use of such facilities and services operated by the Association, provided that they can produce sufficient student ID e.g. a library card or the Cardiff Metropolitan University student ID badge and enrolment form.

15.2 Non-members of the Association cannot be the officials for any of the Association's clubs and societies or Athletic Union. Non-members are not allowed to participate in the democratic process of the Association which includes voting in elections, general meetings (or any other Association meeting) and are not permitted to attend the general meeting or any other meeting. Non-members are not permitted to stand for or vote in an election for any executive position, including but not limited to a Sabbatical Officer position, within the Association.

15.3 In providing for the use of services and facilities to the non-members the Association shall be cognisant of its constructive role within the student life at the University.

## 16. Interpretation

In this Constitution:

16.1 **'AGM'** means an annual general meeting of the Members of the Association

**'The Association'** means the charity comprised in this constitution

**'The Beneficiaries'** means students at Cardiff Metropolitan University

**'Charity Trustees'** has the meaning prescribed by section 97 (1) of the Charities Act 1993

**'Charitable Incorporated Organisation'** shall have the same meaning as attributed to the phrase in Part 8A of the Charities act 1993 (as amended)

**'Clear Day'** means 24 hours from midnight following the triggering event

**'The Commission'** means the Charity Commissioners for England and Wales

**'The Board'** is the governing body of the Association

**'EGM'** means a general meeting of the Members of the Association which is not an AGM

**'Elected Board Member'** means a member of the Board elected at an AGM

**'Financial Expert'** means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

**'Fundamental Change'** means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association

**'Holding Trustee'** means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal

**'Independent Examiner'** has the meaning prescribed by section 43(3)(a) of the Charities Act 1993

**'Material Benefit'** means a benefit which may not be financial but has a monetary value

**'Member'** shall mean a member of the Association and 'Members' and 'Membership' shall be construed accordingly.

**'Months'** means calendar months

**'The Objects'** means the charitable objects of the Association set out in clause 2

**'The President'** means the president of the Association elected in accordance with the Sabbatical Officer Rules

**'Sabbatical Officers'** shall mean the President and or the Vice President

**'Sabbatical Officers Rules'** means the rules made in accordance with clause 8.3 of this Constitution

**'Taxable Trading'** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

**'Trust Corporation'** has the meaning prescribed by section 205(1) (xxviii) of the Law of Property Act 1925 but does not include the Public Trustee 'written' or 'in writing' refers to a legible document on paper including a fax message

**'Vote of No Confidence'** means a vote to remove a Sabbatical Officer in accordance with the Sabbatical Officer Rules

**'The Vice President'** means the vice president of the Association elected in accordance with the Sabbatical Officer Rules

**'Year'** means calendar year

- 16.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.