

CONSTITUTION

NORTHUMBRIA STUDENTS' UNION

ORDINANCE

1. The name of the organisation hereinafter called "the Union" is Northumbria Students' Union.
 2. The principal office of the Union will be situated in England and Wales.
- Objects**
3. The Union's objects are:-
 - 3.1 The advancement of education of students at Northumbria University for the public benefit by:
 - 3.1.1 providing sporting, social, cultural and recreational opportunities and facilities for students so as to further the educational purposes of Northumbria University;
 - 3.1.2 advancing the welfare and physical and mental well being of students;
 - 3.1.3 providing representation, advice and assistance to students on matters affecting their welfare and interests as students;
 - 3.1.4 providing the recognised representative channel between the members and the University, and between the members and any other body,
 - 3.1.4 promoting and encouraging contact and co-operation between students in all matters affecting their interests without regard to ethnic origin, nationality, gender, sexual orientation, religion, disability or age;
 - 3.1.5 To supply or provide for the supply of goods, services and other facilities to
- the members with or without other persons; and
- 3.2 All such objects as are charitable in law which are incidental or conducive to the foregoing objects.
- Powers**
4. To promote its objects but not for any other purpose the Union may:-
 - 4.1 provide the recognised representative channel between the members and the University, and between the members and any other body;
 - 4.2 subject always to the Education Act and any guidance issued by the Charity Commission, alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
 - 4.3 write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;
 - 4.4 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;

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| 4.5 | promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results; | 4.17 | invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property; |
| 4.6 | provide or procure the provision of guidance, representation and advocacy; | 4.18 | delegate the management of investments to a financial expert provided that: |
| 4.7 | purchase, lease hire receive in exchange or as a gift any interest whatever in real or personal property and equip it for use; | 4.18.1 | the financial expert is:

(a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or

(b) a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Regulation 44 and/or Regulation 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. |
| 4.8 | subject to any consent required by law sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable. | 4.18.2 | the investment policy is set down in writing for the financial expert by the Trustees; |
| 4.9 | subject to any consent required by law borrow and raise money on such terms and security as the Trustees think suitable; | 4.18.3 | every transaction is reported promptly to the Trustees; |
| 4.10 | raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable non-primary purpose trading activities in raising funds; | 4.18.4 | the performance of the investment is reviewed regularly by the Trustees; |
| 4.11 | carry on primary purpose trade in the course of carrying out any of its objects; | 4.18.5 | the Trustees are entitled to cancel the delegation at any time; |
| 4.12 | incorporate wholly owned subsidiary companies to carry on any taxable non-primary purpose trade; | 4.18.6 | the investment policy and the delegation arrangements are reviewed at least once a year; |
| 4.13 | subject to clause 5 employ and pay employees and professionals or other advisors; | 4.18.7 | 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 |
| 4.14 | 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; | 4.18.8 | the financial expert may not do anything outside the powers of the Trustees; |
| 4.15 | establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporated with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions; | 4.19 | arrange for investments or other property of the Union to be held 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 Trustees or a financial expert acting under their instructions and to pay any reasonable fee required; |
| 4.16 | undertake and execute any charitable trusts which may lawfully be undertaken by it; | 4.20 | 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; |
| | | 4.21 | open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue |

- or execute promissory notes, bills of exchange and other negotiable instruments;
- 4.22 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporated with objects similar to the Union's objects;
- 4.23 pay out of its funds the costs of forming and registering the Union as a Charity,
- 4.24 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 any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Union; and
- 4.25 do all such other lawful things as shall further the Union's objects.
5. The income and property of the Union shall be applied solely towards the promotion of its objects set out in this Constitution. No part shall be paid or transferred directly or indirectly to members of the Union except for payment in good faith of:-
- 5.1 any payment made to any beneficiary of the Union (including a member);
- 5.2 reasonable and proper remuneration to any person (not being a Trustee) for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Union;
- 5.3 interest on money lent to the Union at a reasonable and proper rate per annum;
- 5.4 any reasonable and proper rent for premises let to the Union;
- 5.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a member of his or her immediate family holds one per cent of the capital;
- 5.6 reasonable and proper out-of-pocket expenses of Trustees;
- 5.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.24 of this Ordinance.
- 5.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Union or of the Trustee benefit under this provision and provided that any such member or Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion; and
- 5.9 reasonable and proper remuneration to any Sabbatical Trustee and Sabbatical Trustee-elects to be remunerated by the Union from time to time but:
- 5.9.1 only if the procedure described in Regulation 79 of the Regulations is followed in relation to the Sabbatical Trustees; and
- 5.9.2 provided that this provision may not apply to any more than Five Sabbatical Trustees and five Sabbatical Trustee-Elects in any financial year at any one time; and
- 5.9.3 provided, save for any period that shall not exceed four months, that this provision shall not apply to more than half of the Trustees at any one time; and
- 5.9.4 subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).
6. No provision contained in the Ordinance or the Regulations of the Union may be altered or amended by the Union without the prior written approval of Northumbria University (such approval not to be unreasonably withheld or delayed). No purported alteration or amendment to the

Ordinance or the Regulations shall be valid until such approval has been obtained.

7. Notwithstanding clause 6 above, the Trustees shall be empowered to amend both the Ordinance and Regulations to comply with any requirements set by the Charity Commission in the future subject to the appropriate methods of approval as set out in the Regulations.

Incorporation

8. The Trustees may pass a resolution for approval via referendum, and subject to clause 6 above, to transfer the entire assets and undertaking of the Union (subject to its liabilities) to a limited company established for exclusively charitable purposes, or charitable incorporated organisation having similar objects to those of the Union and of which members of the Union will be entitled to be members.
9. If a resolution is passed pursuant to clause 8 following the transfer there shall be an orderly winding-up of the Union's affairs
10. Notwithstanding clauses 8, 9 and 10 above if the Trustees decide that it is necessary or advisable to dissolve the Union it shall call a meeting of all members of the Union or call a referendum for which not less than twenty one day's notice (stating the terms

of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting at a meeting, or a simple majority of a quorate referendum, the Trustees shall have the power to realise the assets held by or on behalf of the Union. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Union as the members of the Union may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement, for the final accounting period of the Union must be sent to the Commission.

Definitions

11. Words and phrases used in this Ordinance have the same meaning as are ascribed to them in the Regulations of the Union unless the context otherwise requires.

REGULATIONS

Interpretation

1. In these Regulations and in the Ordinance of the Students' Union the following terms shall have the following meanings:-

Term Meaning

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| 1.1 | “Academic Year” | the period between 1 August in one Year to 31 July in the next Year determined by Northumbria University as the period during which Students are required to be registered with Northumbria University. Each Academic Year is for the time being divided into two semesters; |
| 1.2 | “Regulations” | these Regulations of the Students' Union; |
| 1.3 | “Board of Trustees” | the board of the Trustees; |
| 1.4 | “Bye-Laws” | the bye-laws made by the Trustees from time to time in accordance with Regulation 62; |
| 1.5 | “clear days” | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| 1.6 | “Chair” | shall unless otherwise be provided for in the Regulations be the President of the Students' Union; |
| 1.7 | “Education Act” | the Education Act 1994; |
| 1.8 | “Student Trustees” | the Sabbatical Trustees and the appointed Student Trustees together; |
| 1.9 | “electronic communications” | has the meaning ascribed to it in the Electronic Communications Act 2000; |
| 1.10 | “electronic signature” | has the meaning ascribed to it in the Electronic Communications Act 2000; |
| 1.11 | “Full members” | full members of the Students' Union being enrolled students at Northumbria University; |

- 1.12 “in writing” means written, printed or transmitted writing including by electronic communication;
- 1.13 “Ordinance” the Ordinance of the Students’ Union;
- 1.14 “Non-Student Trustee” a Trustee appointed in accordance with Regulation 52 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical office holder for the purposes of section 22 of the Education Act 1994;
- 1.15 “Office” the principal office of the Students’ Union;
- 1.16 “President of the Students’ Union” the Sabbatical Trustee elected by the members to be the President of the Students’ Union and deemed to be a major office holder of the Union for the purposes of Section 22 of the Education Act 1994;
- 1.17 “Returning Officer” the person appointed to be responsible for the good conduct and administration of all elections of Elected Trustees;
- 1.18 “Sabbatical Trustee” a Trustee who may have a portfolio appointed in accordance with Regulation 46 and deemed to be a major office holder of the Union for the purposes of Section 22 of the Education Act 1994;
- 1.19 “Secretary” the Secretary of the Students’ Union being a senior staff member or their appointee;
- 1.20 “Student” any individual who is formally enrolled for an approved programme of study provided by Northumbria University;
- 1.21 “Student Council” the Student body constituted in accordance with the Bye-Laws of the Students’ Union whose functions include making recommendations to and scrutinising the Trustees;
- 1.22 “appointed Student Trustee” a Trustee appointed in accordance with Regulation 51 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;
- 1.23 “Students’ Union” or “the Union” or “NSU” Northumbria Students' Union;
- 1.24 “Trustee and Trustees” the Sabbatical Trustees, the Student Trustees and the Non-Student Trustees each of whom is a director as defined in the Act;
- 1.25 “Year” a calendar year;
- 1.26 “Employee” shall mean any person employed by the Union, except the Sabbatical Trustees;
- 1.27 “Simple majority” shall mean the greater number of votes cast, excluding abstentions;
- 1.28 “Two-thirds majority” shall mean at least two-thirds of the votes cast, excluding abstentions
- 1.29 “the University” University of Northumbria at Newcastle (trading name - Northumbria University)
2. Unless the context otherwise requires, words or expressions contained in the Regulations bear the same meaning as in the Education Act but excluding any statutory modification thereof not in force when the Regulations become binding on the Students' Union.
3. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
4. Any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.
- 5.1 Full Members shall be entitled to participate in the activities, and use the facilities, of the Union in accordance with the arrangements specified in the Bye-Laws and the Strategy and Guidance documents.
- 5.2 Any rights of Full Members may be withdrawn, or suspended, in accordance with the disciplinary regulations specified in the Strategy and Guidance documents.
- 5.3 Any student who wishes not to be a member shall notify the University Secretary of the University in writing that they do not wish to be a Full Member of the Union within two weeks of their enrolment as a student of the University.
- 5.4 The Union shall admit all full time and part time students notified to them in writing by the University Secretary as students who do not wish to be Full Members in accordance with mechanisms set out in the Bye Laws.
- Membership**
- 5 All students of the University are Full Members of the Union.

5.5 Members or groups of members who are dissatisfied in their dealings with the Union or who claim to be unfairly disadvantaged by reason of their having exercised the right not to be a Full Member of the Union shall submit their complaint in writing to the President. Complaints shall be heard in accordance with the procedures laid down in the Bye-Laws

6. Membership shall not be transferable and shall cease on death.

7. A Full member shall cease to be a member:-

7.1 if he or she opts out in accordance with Regulation 5.3;

7.2 automatically on ceasing to be a Student.

Associate Members

8. Associate Membership of the Union shall be granted to all persons in the employ of the University or Union.

Life Membership

9 All former Full Members are eligible to become Life Members. Any eligible person shall be granted Life Membership upon payment of a subscription fee to be determined by the Trustees from time to time. Life Members will have no voting rights with the Union.

Honorary Life Members

10. The Student Council may elect to and remove from Honorary Life Membership of the Students' Union such persons as they consider to be fit. An Application for Honorary Life Membership shall be made in the form to be determined by Student Council from time to time and Honorary Life Membership shall be subject to such rights and obligations as the Student Council consider appropriate. Provided always that such Honorary Life Members shall not be members for the purposes of the Regulations and shall not be entitled to vote on any matter.

Reciprocal Membership

11. Ordinary Members of the National Union of Students shall be reciprocal members. Reciprocal Membership may also be

granted to Ordinary Members of other student organisations by Student Council.

Referenda

12 Referenda shall determine the policy of the Union and vote on resolutions and special resolutions, and shall be conducted by a secret ballot of all Full Members in accordance with procedures set out below. A referendum shall have a quorum of 2.5% of Full Members for its result to be binding.

12.1 The President shall be responsible for organising a referendum when instructed, by a resolution of Student Council, on receipt of a petition of 1% of the Full Members of the Union or by a simple majority decision of the Trustees.

12.2 The Referendum shall be held no sooner than 15 days and not later than 35 days following the decision of the Trustees or receipt of the petition.

12.3 Any decision or petition for a Referendum shall specify a single proposal or separate proposals each of which shall not exceed 50 words, except in the case of Constitutional amendments.

12.4 The proposal to be considered shall be displayed within three days of receipt of the petition or the decision to organise a referendum, and alternative proposals shall be invited. Alternative proposals shall be directly related to the original proposal and submitted by a petition of 0.5% of the Full Members of the Union no later than 5 days following publication of the original proposal. Signatories to the alternative proposal shall not have signed the original proposal or any other alternative proposal.

12.5 In the case of proposed amendments to the Ordinance, Regulations or Bye-Laws the full wording of the amendments shall be clearly displayed adjacent to the polling station.

12.6 The Trustees shall determine the financial arrangements for publicising referenda.

12.7 Prior to the Referendum the President shall organise a meeting, open to all Full Members, to debate the proposal.

12.9 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 amendments a statement of not more than 100 words, for publication.

- 12.10 The Referendum shall be conducted by means of a ballot open to all Full Members.
- 12.11 Polling should be held in a manner consistent with the general regulations covering cross-campus ballots of the Union as set out in the guidance and strategy documents.

General Meetings

Annual General Meeting

13. The Students' Union shall hold an annual general meeting once in each calendar year at which the Trustees shall present the report and accounts for the Union for the preceding financial year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

Other General Meetings

14. The Trustees or Student Council 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 2.5% of the members having the right to attend and vote at general meetings. General Meetings shall only take place to advise the Trustees and/or Student Council on matters of policy.

Length of Notice

15. Unless Regulation 16 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.
16. A general meeting may be called by shorter notice if it is so agreed by the Trustees who shall be empowered to make arrangements accordingly.

Contents of Notice

17. 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. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

- 12.10 The Union shall hold a referendum for the purposes of agreeing policy as a minimum twice every academic year, subject to quorum conditions set out in article 12.

Service of Notice

18. Notice of general meetings shall be given to every member and to the Trustees.

Proceedings at General Meetings

19. No business shall be transacted at any meeting unless there are 30 members present..
20. 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 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.
21. The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair.
22. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
23. A Trustee may, even if not a member, attend and speak at any general meeting.
24. 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.
25. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded:-
- 25.1 by the chair; or
- 25.2 by at least ten members having the right to vote at the meeting; or
- 25.3 by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.
26. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
27. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
28. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
30. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
31. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
32. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
33. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members. The date of a written resolution shall be the date on which the meeting takes place.

Votes of members

34. In a show of hands every Full Member present in person shall have one vote. On a poll every Full Member present in person or by proxy shall have one vote.
35. In a show of hands or in a poll votes shall be cast by Full Members present showing their University Library cards. Unless stated otherwise a simple majority shall be required in all matters decided by vote.
36. No other person shall have the power of a vote.

37. No member may vote on any matter in which he or she is personally interested, pecuniary or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.

38. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Regulations for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

40. A proxy shall be in writing, executed by the appointing member and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“Northumbria Students' Union,

I/We

of ,

being a member/members of the above named Students' Union, hereby appoint the Chair of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Students' Union to be held on [], and at any adjournment thereof.

Signed on []”

41. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

“Northumbria Students' Union

I/We, ,

of ,

being a member/members of the above named Students' Union, hereby appoint the Chair of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Students' Union to be held on [], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 []*for []*against

Resolution No 2 []*for []*against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on []”

42. For the avoidance of doubt, only the Chair of the meeting of the Students' Union shall be entitled to be appointed as proxy for any member.

43. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-

43.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Students' Union in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- 43.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
- 43.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
44. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Students' Union at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Trustees

Appointment of Trustees

45. The minimum number of Trustees shall be three and the maximum number of Trustees shall be thirteen consisting of:
- 45.1 Not more than five Sabbatical Trustees; appointed in accordance with Regulation 46 who have signed a declaration of acceptance and willingness to act in the trusts of the Union; and
- 45.2 Not more than four appointed Student Trustees appointed in accordance with Regulation 51 who have signed a declaration of acceptance and willingness to act in the trusts of the Union; and
- 45.3 Not more than four Non-Student Trustees appointed in accordance with Regulation 52 who have signed a declaration of acceptance and willingness to act in the trusts of the Union.

Sabbatical Trustees

46. Up to five Sabbatical Trustees shall be elected in a secret ballot of all the Full Members of the Students' Union entitled to vote at an election to be held in accordance with the Bye-Laws and shall remain in office for a term of twelve months commencing on 15 July immediately following their election and terminating on 14th July in the next Year.
47. Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the full members of the Students' Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, the maximum total term that a Sabbatical Trustee may serve is twenty four months save that candidates for posts which are designated as sabbatical for the time being shall not be able to take office even if elected unless:
- 47.1 they are "students" of the University as defined in paragraph 1.3 of the University's Handbook of Student Regulations and are Full Members of the Students' Union;
- 47.2 they shall either have completed their current course of study to date and be eligible to enter the next year of their course; and
- 47.3 they are in good standing with the University, which means:
- 47.3.1 they have not been excluded from the University as a consequence of disciplinary action under the University's Student Disciplinary Rules and Procedures; and
- 47.3.2 they do not have overdue debts owing to the University in respect of tuition fees, accommodation fees or other fees.
48. The Sabbatical Trustees shall be deemed to be "major union office holders" for the purposes of section 22 of the Education Act 1994.
49. Immediately following their election, successful candidates shall be deemed to be Sabbatical Trustees-elect and shall be invited to attend Trustee meetings and any other committees on which they shall be members when they assume office. They will be entitled to receive remuneration as Sabbatical Trustee-elects from the 1st of July

50. Any Sabbatical Trustee who is unable to carry out her/his duties due to absence may appoint one of the other Sabbatical Trustees to act for her/him. The Acting Officer shall assume all responsibilities of that post for the period specified by the post holder.

Appointed Student Trustees

51. Subject to Regulations 55 and 56, the Trustees are required to appoint by a simple majority vote such persons as they consider suitable to be Student Trustees.

Non-Student Trustees

52. The Trustees are required to appoint by a simple majority vote such persons as they consider suitable to be Non-Student Trustees. Subject to Regulation 59 the ratio of Student to Non-Student Trustees shall with the exception of any period which may not exceed four months be greater than or equal to two to one. The initial appointment of Non-Student Trustees shall be subject to one-off ratification at the next meeting of Student Council following their appointment.
53. Subject to one-off ratification by Student Council referred to in Regulation 52 and Regulations 54, 57 and 58 Non-Student Trustees shall remain in office for a term of four years calculated from the date of appointment.
54. At the end of their first term of four years, Non-Student Trustees shall be eligible for re-appointment by a simple majority vote of the Trustees for a further term of up to four years but shall not be eligible for re-appointment thereafter if they have served a maximum total term of eight years. For the avoidance of doubt, the re-appointment of a Non-Student Trustee for a further four year term shall be notified to Student Council for its ratification.

Rotation of Trustees

55. At the end of each Academic Year the Student Trustees shall retire from office.
56. Student Trustees retiring at the end of each Academic Year shall be eligible for immediate re-appointment by the Trustees provided that he or she shall not have retired as Student Trustees having served

as such for a period greater than twenty four months continuously.

57. At the end of each Academic Year one quarter, or the number nearest to one quarter of the Non-Student Trustees, being those who have been longest in office, shall retire from office. Where more than one quarter of Non-Student Trustees have served for the same period the Non-Student Trustees shall agree amongst themselves which Non-Student Trustees shall retire, or in the event that agreement cannot be reached, the decision shall be made by lot. The length of time a Non-Student Trustee has been in office shall be computed from his last appointment where he or she previously vacated office.
58. Non-Student Trustees retiring at the end of each Academic Year shall be eligible for immediate re-appointment by the Trustees provided that he or she shall not have retired as Non-Student Trustees having served as such for a period greater than eight years continuously.

Replacement of Trustees

59. If a Student Trustee retires, is disqualified or removed from office at any time in order to ensure that the ratio of Student Trustees to Non-Student Trustees is greater or equal to two to one, with the exception of any period which may not exceed four months, the Trustees may arrange for the appointment of any student they consider appropriate to fill that vacancy or the election of a trustee. An appointed Student Trustee will remain in office until the end of that academic year. An Elected Trustee appointed to fill a vacancy shall remain in office until the next elections of Elected Trustees are held and the newly appointed Elected Trustees take their office. If that person is not elected as an Elected Trustee he or she will automatically cease to be Trustee when the newly Elected Trustees take their office.
60. If a Non-Student Trustee retires, is disqualified or removed from office at any time, the Trustees may appoint a person they consider appropriate to fill that vacancy. The appointment of a Non-Student Trustee to fill a vacancy shall be subject to ratification at the next meeting of Student Council following appointment and Regulations 52 to 54 shall apply.

Powers of Trustees

61. Subject to the provisions of Charity Law, the Education Act, the Ordinance and Regulations and any Bye-Laws in force from time to time, the business of the Students' Union shall be managed by the Trustees who may exercise all the powers of the Students' Union. No alteration of the Ordinance or Regulations shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Regulation shall not be limited by any special power given to the Trustees by the Regulations and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees. The Trustees will give utmost consideration to the view of members at all times.

61.2 The Trustees powers under article 61. shall include but not be limited to ultimate responsibility for:-

61.2.1 The governance of the Union

61.2.2 The budget of the Union

61.2.3 The strategy of the Union, following a vote by members on the strategy and direction of the Union by electronic referendum

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

63. No person may be appointed as a Trustee:

63.1 unless he or she has attained the age of 18 years; or

63.2 if he or she is an employee of Northumbria University; or

63.3 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Regulation 68.

Bye-Laws

64. The Trustees shall have power from time to time to make, repeal or alter Bye-Laws as to the management of the Students' Union and its affairs, as to the duties of

any officers or employees of the Students' Union, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided always that such Bye-Laws shall:

64.1 not be inconsistent with the Ordinance or the Regulations; and

64.2 be subject to the approval of an ordinary resolution of Students' Council.

Delegation of Trustees' powers

65. The Trustees may delegate any of their powers or the implementation of any of their resolutions which in their opinion would be more conveniently undertaken or carried out by a sub committee to any committee or sub committee of the Trustees in accordance with the following conditions:

65.1 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); and

65.2 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; and

65.3 the deliberations of any such committee shall be fully and promptly reported 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; and

65.4 all delegations under this Regulation shall be revocable at any time; and

65.5 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.

66. For the avoidance of doubt, the Trustees may (in accordance with Regulation 65) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not

requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Students' Union except in accordance with a budget which has been approved by the Trustees.

67. The meetings and proceedings of any committee shall be governed by the provisions of the Regulations regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Disqualification and removal of Trustees

68. The office of a Trustee shall be vacated if:-

68.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or

68.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

68.3 he or she is, or may be, suffering from mental disorder and either:-

68.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

68.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

68.4 he or she resigns his or her office by notice to the Students' Union (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

68.5 he or she is the subject of a petition for a motion of no confidence in the Trustee signed by at least 500 full members of the Union and the motion is passed by a simple majority of members through electronic vote and that there is a turnout of 2,000 or more members.

68.6 he or she is absent from two consecutive (or three in total) meetings of the Trustees without good cause; or

68.7 he or she is a Non-Student Trustee and is removed by a resolution to that effect passed by at least a two-thirds majority of the Trustees.

68.8 he or she is an Student Trustee and is removed by a two-thirds majority of the Student Trustees.

68.9 A resolution to remove a Trustee in accordance with articles 68.7 and 68.8 shall not be passed unless the Trustee concerned has been given at least 14 clear day's notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the Trustees.

68.10 A Trustee removed from office in accordance with articles 68.7 and 68.8 shall be entitled to appeal a decision to remove him or her to an Appeal Body within 21 days of the resolution. The Appeal body shall be made up of the Chair of Student Council, a University nominee, one independent person and a Chief Executive/General Manager and a Sabbatical Officer of another Students' Union. The independent member should be a full member but not sit on Student Council. The selection of the members of the Appeal Body and its procedures will be as set of in the Bye-Laws.

Expenses of Trustees

69. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or separate meetings of the holders of debentures of the Students' Union or otherwise in connection with the discharge of their duties.

Proceedings of Trustees

70. Subject to the provisions of the Regulations, the Trustees may regulate their proceedings as they think fit.

71. The Trustees shall hold at least 4 ordinary meetings each Academic Year. A special

meeting may be called at any time. Four Trustees may, and the Secretary at the request of four Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.

72. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
73. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number or ratio, shall be seven.
74. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Students' Union but for no other purpose.
75. Unless he or she is unwilling to do so, the Chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
76. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

77. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
78. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

Conflicts of interest

79. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Students' Union in relation to a matter to be discussed at a meeting, he or she must:
- 79.1 declare an interest before discussion begins on the matter;
- 79.2 withdraw from that part of the meeting unless expressly invited to remain;
- 79.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
- 79.4 in the case of personal interests withdraw during the vote and have no vote on the matter. In particular these provisions shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be remunerated by the Students' Union as an employee of the Students' Union.

General

Secretary

80. A Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

Minutes

81. The Trustees shall keep minutes:-
- 81.1 of all appointments made by the Trustees; and
- 81.2 of all proceedings at meetings of the Students' Union and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; 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 Students' Union, be sufficient evidence of the proceedings.

Accounts and Reports

82. The Trustees shall be responsible for ensuring that proper books and records of all Union income and expenditure are maintained and shall prepare an annual budget for consideration by Student Council and Northumbria University. The accounts and reports of the Union shall also be open to inspection by Full Members.
83. The Trustees shall comply with the requirements of the Education Act 1994 Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial accounting records, the preparation of annual statements of account for the Union, the audit or independent examinations of accounts and the preparation and transmission of statements of account to the appropriate body:
84. The accounts of the Union shall be audited annually by a public accountant in active practice of her/his profession and a copy of the accounts signed by the auditor shall be given to Northumbria University. In addition, the accounts shall include a list of donations to external organisations and a list of all subscriptions / affiliation fees paid to external organisations on behalf of the generality of students during the year.
85. The level of funding by the University shall be determined annually in advance by Northumbria University on recommendation by the Trustees.

86. The Trustees shall not budget for expenditure to be in excess of the estimated income for the year, save that the Trustees may establish reserve funds for specific purposes whereafter expenditure from such funds shall be at the discretion of the Trustees.
87. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return its transmission to the Charity Commissioners.
88. The funds of the Union, including all donations, contributions and bequests shall be paid into an account operated by the Trustees in the name of the Union at such bank as the Trustees shall from time to time decide. All cheques from the account must be signed by a Sabbatical Trustee and senior staff member of the Union.
89. The funds belonging to the Union shall be applied only in furthering its objects.

Alteration of the Governing Document

90. Subject to the following provisions of this clause the Ordinance and Regulations may be altered by a resolution passed by a simple majority of a quorate referendum. The notice of referendum must include notice of the resolution, setting out the terms of the alteration proposal.
91. No amendment may be made to the clause relating to the name of the Union, the clause requiring Trustees not to be personally interested and the dissolution clause or this clause without the prior consent in writing of the Charity Commissioners.
92. No amendment may be made which would have the effect of making the Union cease to be a charity at law.
93. The Trustees should promptly send to the Commissioners a copy of any amendment made under the clause.
94. Any proposal for the amendment of the Ordinance and Regulations shall require the approval of Northumbria University Board of Governors.

95. The Ordinance and Regulations shall be submitted to Northumbria University Board of Governors on a quinquennial basis for review and approval.

Notices

96. Any notice to be given to or by any person pursuant to the Regulations shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
97. The Union may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
98. A member present, either in person or by proxy, at any meeting of the Students' Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
99. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication or facsimile sent in accordance with guidance by the Institute of Chartered Secretaries and Administrators 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.

Indemnity

100. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Students' Union shall be indemnified out of the assets of the Students' 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 Students' 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

101. The Trustees shall have power to resolve pursuant to clause 4.24 of the Ordinance to effect trustees' indemnity insurance, despite their interest in such policy.

Incorporation or Winding-up

102. The provisions of clauses 9 and 10 of the Ordinance relating to the winding-up, incorporation or dissolution of the Students' Union shall have effect and be observed as if the same were repeated in the Regulations.

