



**Constitution**

**of**

**Kent Union**

**(An Unincorporated Association)**

**May 2015**

**Signed:**

A handwritten signature in black ink, consisting of a stylized, cursive script that appears to be the name "Tammy Naidoo".

**Tammy Naidoo**

**Union President and Chair of the Board of Trustees**

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# **Constitution of Kent Union**

## **Background**

- A. Kent Union (the “Union”) is a students’ union within the meaning of the Education Act 1994. 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 Kent 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 Kent 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.

## **Definitions and Interpretation**

- 1. The meanings of any defined terms used in this Constitution are set out in Clause 104. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

## **Name, Objects and Powers**

### **Name**

2. There shall be a students' union in the name of Kent 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 Kent for the public benefit by:
  - 3.1 promoting the interests and welfare of Students at the University of Kent during their course of study and representing, supporting and advising Students;
  - 3.2 being the recognised representative channel between Students and the University of Kent and any other external bodies; and
  - 3.3 providing social, cultural, sporting and recreational activities and forums for discussion and debate for the personal development of 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 amalgamate 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 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 4.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 4.14 raise funds and invite and receive contributions from any person;
- 4.15 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.18 make grants or loans of money and give guarantees;
- 4.19 set aside funds for special purposes or as reserves against future expenditure;
- 4.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - 4.21.1 the investment policy is set down in writing for the financial expert by the Trustees;
  - 4.21.2 every transaction is reported promptly to the Trustees;
  - 4.21.3 the performance of the investment is reviewed regularly by the Trustees;
  - 4.21.4 the Trustees are entitled to cancel the delegation at any time;

- 4.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;
- 4.21.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 4.21.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.22 arrange for investments or other property of the 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;
- 4.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by, any person or company;
- 4.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 4.25 trade in the course of carrying out any of its objects;
- 4.26 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.27 subject to Clause 5 (Limitation on Private Benefits), employ and pay employees and professionals or other advisors;
- 4.28 grant pensions and retirement benefits to employees of the 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;
- 4.29 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:
  - 4.29.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  - 4.29.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
  - 4.29.3 any liability incurred by the Trustees to the 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

4.30 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;

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;

5.2.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and

5.2.4 any reasonable and proper rent for premises let by any Member to the Union.

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 or Connected Person 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 Officer Trustee or Connected Person 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 Officer Trustees and Connected Persons 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;

(c) if the person being remunerated is a Trustee the procedure described in Clause 89 (Conflicts of Interest) must be followed in considering the appointment of the

Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

- (d) if the person being remunerated is a Connected Person the procedure described in Clause 88 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- (e) subject to Clause 5.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
- (f) at all times the provisions of the Education Act are complied with;

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

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

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

5.3.7 any payments made to any Trustee or Officer under the indemnity provisions set out at Clause 101; and

5.3.8 any payments authorised in writing by the Charity Commission.

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

5.5 For any transaction authorised by Clause 5.3 or Clause 5.4, 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 or Clause 5.4 have been complied with.

5.6 Where a vacancy arises on the Board of Trustees with the result that Clause 5.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Clause 5.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## **Dissolution**

6. 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 Trustees of the Union at or before the time of winding up or dissolution.

### **Amendments to the Constitution**

7. The Trustees and The University of Kent shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
8. No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.
9. Clause 3 (Objects) and Clause 5 (Limitation on Private Benefits) may not be amended without the prior written consent of the Charity Commission.
10. 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:
  - 10.1 a resolution of the Members passed at a general meeting by at least two-thirds of those present and voting; or
  - 10.2 a resolution passed by a simple majority of the Members voting in a Referendum provided that at least six hundred (600) Members cast a vote in the Referendum, provided the University of Kent approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

### **Membership**

#### **Members**

11. The Members of the Union shall be as follows:
  - 11.1 each and every student of the University of Kent, who has not opted out by notifying the University of Kent of their wish not to be a Member of the Union; and
  - 11.2 the Officer Trustees of the Union.
12. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:
  - 12.1 they cease to be a student;
  - 12.2 they cease to be an Officer Trustee;
  - 12.3 they opt out of membership by giving written notice to the Union or the University; or
  - 12.4 in the case of Members other than the Officer Trustees, a resolution is passed by a majority vote of the Executive Committee resolving that the Member be expelled on the ground that their 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 Executive Committee.

13. Members' details shall be entered in a register of Members.
14. Members of the Union shall be entitled to the benefits set out in the Code of Practice.

### **Associate Members**

15. The Executive Committee may elect to, and remove from, associate membership of the Union such persons as they consider to be fit. The Executive Committee shall determine the form of application for associate membership, and associate membership shall be subject to such rights and obligations as the Executive Committee consider appropriate.
16. Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.
17. Members of the University of Kent staff, Kent Union staff and Alumni of the University of Kent shall be associate members of the Union, unless specifically excluded by Executive Committee.

### **Referenda**

18. A Referendum may be called on any issue by:
  - 18.1 a resolution of the Trustees;
  - 18.2 a Secure Petition signed by at least 150 Members.
19. A resolution may only be passed by Referendum if at least 600 Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
20. Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.
21. Subject to Clause 63, the Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set either by the Members in general meeting or by the ordinary policy making process.

### **General Meetings**

#### **Annual General Meeting**

22. The Union shall hold an annual general meeting (AGM) once in each calendar year. Not more than 18 months shall pass between the date of one annual general meeting and

the next. The annual general meeting shall be held at such time and place as the Trustees think suitable to allow the maximum number of Members to attend.

### **Other General Meetings**

23. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 150 Members having the right to attend and vote at general meetings.

### **Location of Meetings**

24. Annual and general meetings may be carried out at one single venue or simultaneously at separate venues with a video, audio or other real-time link between all of the venues.

### **Length of Notice**

25. The date and time of all General Meetings shall be publicised to all members at least fourteen days before the meeting.

### **Contents of Notice**

26. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include:
  - 26.1 ratification of minutes of previous AGM;
  - 26.2 receiving the report of the Trustees on the Union's activities since the previous AGM;
  - 26.3 receiving the accounts of the Union for the previous financial year;
  - 26.4 appointment of the auditors;
  - 26.5 approving the list of affiliations of the Union; and
  - 26.6 open questions to the Trustees by the Members.

### **Service of Notice**

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

### **Quorum**

28. No business shall be transacted at any general meeting unless a quorum is present; 100 persons entitled to vote upon the business to be transacted, each being a Member, shall be a quorum.
29. If such a quorum is not present within half an hour from the time appointed for an Annual General Meeting or General Meeting, the meeting shall stand adjourned to the

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

### **Chair**

30. Each year individuals will be appointed by the Board of Trustees to Chair AGM and/or any General Meetings. In the absence of the appointed Chair and the Vice-Chairs, the Members present and entitled to vote shall choose one of their number to be Chair.

### **Attendance**

31. A Trustee may, even if not a Member, attend and speak at any general meeting. Kent Union staff may attend any general meeting in order to assist with the administration of the meeting. Staff members may address the meeting if given permission by the Chair of the General Meeting.

### **Adjournment**

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

### **Votes of Members at General Meetings**

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

## **Trustees**

### **Appointment of Trustees**

35. The Trustees shall be made up of the following persons:
  - 35.1 not more than five Officer Trustees, elected in accordance with Clause 36;
  - 35.2 not more than two Student Trustees, elected in accordance with Clause 41;

35.3 not more than two further Student Trustees, appointed in accordance with Clause 45; and

35.4 not more than four External Trustees, appointed in accordance with Clause 48.

### **Officer Trustees**

36. Up to five Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws and the election regulations. The Officer Trustees shall be elected to posts set out in the Bye-Laws.

37. The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the academic year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws. An Officer Trustee's terms of office may be either consecutive or non-consecutive.

38. Each Officer Trustee must be a Student or an Officer Trustee at the time of their election. An Officer Trustee shall become a Member of the Union on commencement of their appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.

39. The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.

40. At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined in the Bye-Laws.

### **Student Trustees**

41. Subject to Clause 42 below, up to two Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye-Laws.

42. Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Student Trustee).

43. Elected 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.

44. An elected Student Trustee may serve a maximum of two consecutive or non-consecutive terms.

45. Up to two Student Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Governance Committee.

46. Unless their appointment is terminated in accordance with Clauses 51 to 55, Student Trustees shall remain in office for a term of up to two years commencing in accordance with the Bye-Laws.
47. Appointed Student Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.

#### **External Trustees**

48. Up to four External Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Governance Committee.
49. Unless their appointment is terminated in accordance with Clauses 51 to 55, External Trustees shall remain in office for a term of up to four years.
50. External Trustees may serve for a maximum of two terms, subject to the appointment process outlined in 48 and 49.

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

51. The office of a Trustee shall be vacated if:
  - 51.1 they become prohibited by law from being a charity trustee;
  - 51.2 in the case of an Officer Trustee, they cease to be an employee of the Union;
  - 51.3 in the case of a Student Trustee, they cease to be a Student;
  - 51.4 they resign by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
  - 51.5 the Board of Trustees reasonably believe they are suffering from mental or physical disorder and are incapable of acting as a trustee and resolve that they be removed from office;
  - 51.6 they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they be removed for this reason; or
  - 51.7 they are removed from office under Clauses 52 to 55.

#### **Removal of Trustees by the Members**

52. The office of a Trustee shall be vacated if:
  - 52.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 600 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 150 Members, which calls for a referendum on the issue; or

- 52.2 A motion of no confidence in the Trustee is passed by a two thirds majority in a vote at a General Meeting. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 150 Members.

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

53. The office of Appointed Student Trustee or External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause 80.

### **Rights of Removed Trustee**

54. A resolution to remove a Trustee in accordance with Clause 53 shall not be passed unless the Trustee concerned has been given at least 10 calendar 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.
55. A Trustee removed from office in accordance with Clause 53 shall be entitled to appeal the decision to remove them to an Appeals Panel within 14 calendar days of the resolution. The Appeals Panel shall be made up of a nominee of the University of Kent, one independent person and a chief executive/general manager and Officer Trustee of another students' union. The independent person shall be a Member who is not a Trustee or a member of the Executive Committee.

### **Replacement of Trustees**

56. If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.
57. If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.
58. If an elected Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause 41
59. If an Appointed Student Trustee or an External Trustee resigns, is disqualified or removed from office, a replacement shall be appointed to the vacancy in accordance with Clause 45 or 48 respectively.

### **Powers of the Trustees**

60. The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, 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.

61. 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.
62. The Board's powers under Clause 60 shall include but not be limited to responsibility for:
  - 62.1 the governance of the Union;
  - 62.2 the budget of the Union; and
  - 62.3 the strategy of the Union.
63. The Board of Trustees may override any decision and Policy made by the Members, which the Trustees consider (in their absolute discretion):
  - 63.1 has or may have major financial implications for the Union;
  - 63.2 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);
  - 63.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
  - 63.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 62.
64. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause 80, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
65. 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:
  - 65.1 was not properly appointed;
  - 65.2 was disqualified from holding office;
  - 65.3 had vacated office; or
  - 65.4 was not entitled to vote.

#### **Delegation of Trustees' powers**

66. 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.
67. 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**

- 68. In the case of delegation to committees:
  - 68.1 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);
  - 68.2 subject to Clause 71, 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;
  - 68.3 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;
  - 68.4 all delegations under this Clause shall be revocable at any time; and
  - 68.5 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.
- 69. 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 Union Council.

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

- 70. In the case of delegation of the day-to-day management of the Union to the Chief Executive:
  - 70.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
  - 70.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;
  - 70.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and
  - 70.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

## **Bank Account**

71. For the avoidance of doubt, other than the opening or closing of bank accounts, the Trustees may (in accordance with Clauses 67 and 68) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any pre-existing 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 approved by the Trustees. Bank accounts for Kent Union or any of its subsidiary companies can only be opened or closed with the formal approval of the Board of Trustees.

## **Bye-Laws**

72. The Trustees and Executive Committee shall have the power from time to time to jointly make, repeal or amend Bye-Laws provided that such Bye-Laws shall not be inconsistent with this Constitution.

## **Proceedings of the Trustees**

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

## **Trustees' Meetings**

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

## **Length of Notice**

77. A Trustees' meeting shall be called by at least seven calendar days' notice unless either: all the Trustees agree to shorter notice; or urgent circumstances require shorter notice.

## **Contents of Notice**

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

## **Service of Notice**

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

## **Quorum**

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

## **Chair and Deputy Chair**

81. The President shall be the Chair of the Trustees.
82. The Trustees shall appoint a Trustee to be Deputy Chair of the Trustees and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.
83. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

## **Decision Making by Trustees at Meetings**

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

## **Virtual Meetings**

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

## **Trustee Decisions without a Meeting**

86. The Trustees may take a decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a majority view on a matter. Any such matter decided upon without a Trustees' meeting must be brought to the next meeting of the Trustees for formal note and inclusion in the minutes.
87. A Trustees' resolution which is made in accordance with Clause 86 shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held, provided the following conditions are complied with:
  - 87.1 approval from each Trustee must be received by the Clerk to the Board;
  - 87.2 following receipt of response from all of the Trustees, the Clerk to the Board shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Clause;
  - 87.3 the date of the decision shall be the date of the communication from the Clerk to the Board confirming formal approval; and

87.4 the Clerk to the Board prepares a minute of the decision in accordance with Clause 94.

### **Conflicts of Interest**

88. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 86 and a Trustee has a Personal Interest in respect of that matter then they must:

88.1 declare their interest to the Trustees;

88.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

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

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

89. If any question arises as to whether a Trustee has a Personal Interest, the question shall be decided by a majority decision of the other Trustees.

90. In particular, Clause 88 shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.

### **Executive Committee**

91. The Executive Committee shall have the authority to:

91.1 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Clause 72;

91.2 to create sub-committees to support student group activities;

91.3 appoint associate members in accordance with Clause 15 and the Bye-Laws.

92. The composition and proceedings of Executive Committee shall be set out in the Bye-Laws.

### **General**

#### **Irregularities**

93. 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**

94. Minutes shall be kept of:

94.1 all proceedings at general meetings of the Union and of meetings of the Trustees, and of committees of Trustees, and of the Executive Committee, including the names of the Trustees or Officers present at each such meeting; and

94.2 all resolutions of the 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 be sufficient evidence of the proceedings or the resolution.

95. The minutes of the meetings referred to in Clause 94 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.

## **Accounts and Reports**

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

## **Notices**

97. Subject to Clause 98, 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.

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

98.1 personally;

98.2 by sending it by post in a prepaid envelope addressed to the Member at their address;

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

98.4 by posting it on the Union's website.

99. 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.

100. 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 72 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 72 hours after it was posted.

## Indemnity

101. 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 them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

## Trustees' Indemnity Insurance

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

## Definitions and Interpretations

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

### Term

### Meaning

|   |  |
|---|--|
| "Academic Year"                         | the period between September in one year to July in the next year determined by the Union as the period during which Undergraduate students are required to be registered with the University of Kent; |
| "Appointments and Governance Committee" | the committee set up in accordance with the Bye-Laws;  |
| "Board of Trustees" or "Board"          | the Board of Trustees of the Union;  |
| "Bye-Laws"                              | the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause 73;   |
| "Chair"                                 | the chair of the Board of Trustees;  |
| "Chief Executive"                       | the chief executive of the Union who is appointed by the Board of Trustees;  |
| "Clerk to the Board"                    | the person given the responsibility to ensure efficient management of the proceedings of the Board, including Clauses 87 and 88;   |
| "Code of Practice"                      | the code of practice relating to the University of Kent's obligations under Section 22 of the Education Act;   |

|                     |  |
|---------------------|--|
| “Connected Person”  | any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or Limited Liability Partnership or firm of which a Trustee is a paid director, member, holding more than 1% of the capital; partner or employee, or shareholder |
| “Constitution”      | this constitution of the Union;  |
| “Deputy Chair”      | the deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause 83;  |
| “Education Act”     | the Education Act 1994;  |
| “External Trustee”  | a Trustee appointed in accordance with Clause 48 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act;  |
| “in writing”        | means written, printed or transmitted writing including by electronic communication;   |
| “Members”           | members of the Union being Students at the University of Kent as further defined in Clause 11.1 and the Officer Trustees;  |
| “NUS”               | National Union of Students;  |
| “Office”            | the head office of the Union;  |
| “Officers”          | the Members elected to be officers of the Union while at the University of Kent  |
| “Officer Trustee”   | a Trustee elected in accordance with Clause 36;  |
| “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);  |
| “Policy”            | representative and campaigning policy set by Referenda or the Union Council in accordance with Clauses 18 to 21 and Clause 92.2 respectively;  |
| “President”         | the president of the Union, as elected by the Members in accordance with the Bye- Laws;  |

|                          |  |
|--------------------------|--|
| “RAG”                    | raise and give charity fund raising group which develops Students by providing them with an opportunity to raise funds for charitable causes;  |
| “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;   |
| “Secure Petition”        | a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;  |
| “Student”                | any individual who is formally registered for an approved programme of study provided by the University of Kent. For the avoidance of doubt, the University of Kent shall determine whether or not an individual has student status; |
| “Union Council”          | the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Union;  |
| “Student Trustee”        | a Trustee elected in accordance with Clause 41 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder;                                       |
| “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;                             |
| “Trustee” and “Trustees” | the Officer Trustees, the Student Trustees and the External Trustees;  |
| “Union”                  | Kent Union; and  |
| “The University of Kent” | The University of Kent (incorporated by Royal Charter on 4th January 1965 as subsequently amended).  |

104. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
105. 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.