QMSU CONSTITUTION

01. Definitions and Interpretation

(1) In the Constitution the following terms shall have the following meanings:

(a) “Barts and The London Students’ Association”: a division of the Students’ Union constituted in accordance with clause 2;

(b) “bye-laws”: the bye-laws or any of them made from time to time in accordance with clause 28;

(c) “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;

(d) “College”: Queen Mary and Westfield College, University of London established by Royal Charter granted on 02 August 1989 as amended on 18 October 1995 or its successor;

(e) “College Council”: the Council (being the governing body) of Queen Mary and Westfield College, University of London;

(f) “Constitution”: this Constitution of the Students’ Union;

(g) “in writing”: means written, printed, or transmitted writing including by electronic communication;

(h) “Independent Trustee”: a Trustee appointed in accordance with clause 16 who for the avoidance of doubt shall be neither a major office holder nor a sabbatical union office holder for the purposes of section 22 of the Education Act 1994;

(i) “Objects”: the charitable objects of the Students’ Union as set out in clause 4;

(j) “Policy”: policy set by Referenda or Student Council in accordance with clause 27. Political policy is only subject to the authority of the board of Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Students’ Union;

(k) “President of the Barts and The London Students’ Association”: the Sabbatical Trustee elected by the members to be President of the Barts and The London Students’ Association;

(l) “President of the Students’ Union”: the Sabbatical Trustee elected by the members to be the President of the Students’ Union;

(m) “Principal”: the person holding the office of Principal of Queen Mary and Westfield College, University of London;

(n) “Referendum”: a ballot of all members upon a particular matter;

(o) “Returning Officer”: the person appointed by the Trustees to be responsible for the good conduct and administration of elections, as defined in the bye-laws;

(p) “Sabbatical Trustee”: a student elected to the office of Sabbatical Trustee in
accordance with clause 15;

(q) “Secure Petition”: a written request to the Students’ Union which shall be fixed in a pre-arranged place or places or held securely on-line;

(r) “Secretary”: the person appointed by the Trustees in accordance with clause 14 to be the Secretary of the Students’ Union. This person will normally be a senior staff member of the Students’ Union.

(s) “Secretary to the College Council”: the person holding the office of Secretary to Council of Queen Mary and Westfield College, University of London, or any person to whom the Secretary to Council has delegated authority in matters relating to the Students’ Union;

(t) “student”: any person who is registered on an approved programme of study provided by Queen Mary and Westfield College, University of London;

(u) “Student Council”: the representative student body constituted in accordance with the Constitution and bye-laws of the Students’ Union;

(v) “Students’ Union”: the Queen Mary Students’ Union or QMSU;

(w) “Trustee” or “Trustees”: the Sabbatical Trustees and the Independent Trustees; and

(x) “Year”: a calendar year.

Except where the context requires otherwise, any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall be construed as referring to such legislation as amended and in force from time to time and to any legislation which with or without modification re-enacts, consolidates, or enacts in rewritten form any such legislation.

Any dispute arising from the interpretation of the Constitution or any bye-law made thereunder shall be referred to the Secretary to the College Council for a decision which shall be final. The Secretary to the College Council may consult with the President of the Students’ Union in reaching his or her decision.

02. Name

There shall be a students’ union in the name of the Queen Mary Students’ Union (the “Students’ Union”).

03. Administration

The Students’ Union and its property shall be administered and managed in accordance with the provisions of the Constitution and any applicable law.

04. Objects

The Objects of the Students’ Union are the advancement of the education of the students of the College for the public benefit by:

(1) promoting the interests and welfare of students at the College during their course of study and representing, supporting and advising members;
(2) being the recognised representative channel between students and the College and any other external bodies; and

(3) providing social, cultural, sporting and recreational activities and forums for discussion and debate for the personal development of its members.

05. **Powers**

(1) In furtherance of the Objects, the Students’ Union may (provided not *ultra vires*):

a) provide services and facilities for students;

b) establish, encourage and support a network of student activities

c) represent the College in sporting and competitive activities, and in the community (volunteering);

d) listen to, and gather feedback from students through meetings, questionnaires and surveys, internet based communication tools, focus groups and seminars;

e) communicate effectively to the student population through written, published and printed materials and posters and via the internet and other telecommunication tools;

f) make use of the College crest and the “Queen Mary, University of London” trade mark, including the full Coat of Arms, Crest and the Seal provided for the purposes intended and agreed by the College;

g) alone or with other organisations:

(i) carry out campaigning activities;

(ii) seek to influence public opinion; and

(iii) make representation 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 those which an English charity may properly undertake and provided that the Students’ Union complies with the Education Act 1994 and any guidance published by the Charity Commission;

h) initiate, encourage, educate and empower course representative and other student social, campaigning or networking group, through induction and training, supporting literature, meetings, seminars, and publications;

i) provide or appoint others to deliver advocacy, advice and guidance to, and representation of, students;

j) affiliate with other organizations in accordance with the bye-laws but not with any political party or religious organization;

k) buy, take on lease or in exchange, hire, or otherwise acquire any property and maintain and equip it for use;

l) subject to any consents required by law, sell, lease, or otherwise dispose of all or any part of the property belonging to the Students’ Union;

m) subject to any consents required by law, borrow money and charge the whole or any part of the property belonging to the Students’ Union as security for
the repayment of the money borrowed;

n) raise funds provided that in so doing the Students’ Union shall not carry out any taxable trading activities in raising funds and must comply with any relevant statutory regulation;

o) undertake primary purpose trade in the course of carrying out any of its objects;

p) incorporate companies to carry on any taxable trade;

q) set up charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member or affiliate with or associate of, and act as or appoint trustees, agents, nominees, or delegates to control and manage such charity(ies), subscribe, lend or guarantee money to such charities;

r) purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Students' Union’s objects;

s) subject to the provisions of clause 6 of the Constitution:

(i) employ such staff as are necessary for the proper pursuit of the Object and make all reasonable and necessary provision for the payment of pensions, superannuation and retirement benefits for staff and their dependents;

(ii) contract with a person or organization to provide such services as are necessary for the proper pursuit of the Object;

(iii) obtain and pay for such goods and services as are necessary for carrying out the work of the Students’ Union;

t) set aside income as a reserve against future expenditure in accordance with a written reserves policy;

u) open and operate such bank and other accounts as the Trustees consider necessary and invest funds and delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do so by the Trustee Act 2000;

v) arrange for investments or other property of the Students’ 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;

w) 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;

x) incorporate and transfer all the assets of the Students’ Union to a limited liability entity, subject to the approval of the College Council;

y) subject to the provisions of clause 6, purchase out of the funds of the Students’ Union indemnity insurance for the Trustees 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 Students' Union but excluding:

(i) fines imposed in criminal proceedings or sums payable to a regulatory
authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee; and

(iii) liabilities to the Students’ Union that result from conduct that the Trustee knew or ought to have known was not in the best interest of the Students’ Union or in respect of which the person concerned did not care whether that conduct was in the best interest of the Students’ Union or not; and

z) do all such other lawful things as shall be necessary to further the Objects.

06. Application of the Income and Property

(1) The income and property of the Students’ Union shall be applied solely towards the promotion of the Objects.

(2) None of the income or property of the Students’ Union shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member or Trustee of the Students’ Union except for payment in good faith of:

(a) reasonable out-of-pocket expenses properly incurred by a Trustee when acting on behalf of the Students’ Union;

(b) reasonable and proper remuneration to any person (not being a Trustee) for any services given to the Students’ 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 Students’ Union;

(c) reasonable and proper payment to any Sabbatical Trustee to be remunerated by the Students’ Union from time to time but:

(i) only if the procedure set out in clause 29 is followed; and

(ii) provided that this provision shall not apply to more than five Sabbatical Trustees in any financial year at any one time; and

(iii) subject always to the provisions of the section 22 of the Education Act 1994, as amended, revoked, consolidated, or re-enacted in any form;

(d) any payment made to any beneficiary of the Students’ Union including to a member or Trustee;

(e) 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 Students’ Union to act in a professional capacity on its behalf but:

(i) only if the procedure set out in clause 29 (Conflicts of interest) is followed; and

(ii) provided that at no time shall a majority of the Trustees benefit under this provision;

(f) reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 5(1)(y);

(g) interest on money lent to the Students’ Union at a reasonable and proper rate per annum;
(h) any reasonable and proper rent for premises let to the Students’ Union; and

09. Associate Members

(1) The Trustees may admit to and remove from Associate Membership of the Students’ Union a person who is not a member of the Students’ Union, but who is or has been a student of the College and who fulfils such conditions as the Trustees may from time to time determine.

(2) Subject to paragraph (3) of this clause, no Trustee may be paid or receive any other benefit for being a Trustee.

7. dissolution

(1) The Trustees shall determine:

(b) the rights and obligations of Associate Members, provided that such Associate Members shall not be members for the purposes of the Constitution and shall not be entitled to vote on any matter.

(2) If the members resolve to dissolve the Students’ Union the Trustees shall remain in office and be responsible for winding up the affairs of the Students’ Union.

(3) Once the Trustees have collected in all the assets of the Students’ Union and have satisfied all its liabilities, any remaining property shall not be paid to or distributed amongst the members of the Students’ Union. It shall instead be transferred to the College or if the College has ceased to exist to some other charitable institution or institutions chosen by the members at or before the time of winding up or dissolution.

(2) The Trustees shall determine:

(a) the form in which an application for Associate Membership is to be made;

(b) the form in which an application for Life Membership is to be made;

(c) the form of any application for Honorary Life Membership;

(d) the form of any application for Honorary Life Membership;

(e) the form of any application for Honorary Life Membership;

(f) the form of any application for Honorary Life Membership;

(g) the form of any application for Honorary Life Membership;

(h) the form of any application for Honorary Life Membership;

(i) the form of any application for Honorary Life Membership;

(j) the form of any application for Honorary Life Membership.
Subject always to the terms of the Constitution, the organization and management of such branches and divisions shall be prescribed in the bye-laws.

13. **General Meetings**

1. General Meetings shall be called on two occasions during each calendar year one of which shall be held during the first Semester and the other of which shall be the annual general meeting.

2. An annual general meeting of the Students’ Union shall be called by the Trustees. No more than fifteen months shall elapse between successive annual general meetings.

3. The business at each annual general meeting shall include:
   (a) receiving the annual report of the Trustees and the financial statements for the preceding year;
   (b) receiving the budget for the coming year;
   (c) ratification of the appointment of the auditors, as required;
   (d) open questions to the Trustees.

4. The General Meeting shall inform the decision-making of Student Council and the Board of Trustees, the latter of which will have due regard to the views of the General Meeting, pursuant to clause 26 (a) and (b). In the event that a motion passed by the General Meeting is rejected/not adopted by Student Council then the proposer of the motion has the right to make a representation to the Board of Trustees in line with the procedure detailed in the bye-laws.

5. The Trustees may call a special general meeting at any time in accordance with the provisions of the Constitution.

6. The Trustees must call a special general meeting if requested to do so by a secure petition signed by at least 1% of the membership or 120 members, whichever is lower. The petition must state the nature of the business that is to be discussed.

7. The minimum period of notice required to hold a general meeting is fourteen clear days.

8. The notice shall be served by the Trustees on all members and Trustees and shall specify the date, time, and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

9. The conduct of business at general meetings shall require a quorum of 120 or one-tenth of the membership whichever is the lesser number.

10. If a quorum is not present within half an hour from the time appointed for the meeting, or during the meeting a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and in the same place or to such time and place as the Trustees may determine. If no quorum is present at the reconvened meeting within half and hour of the time appointed for the meeting the members present at the time shall constitute the quorum for the meeting.

11. The President of the Students’ Union shall chair general meetings. If the President is not present or is otherwise unable to preside, the Trustees present shall elect a Sabbatical Trustee to chair the meeting. If there is only one Sabbatical Trustee present he or she shall chair the meeting. If no Sabbatical Trustee is present within fifteen minutes from the time appointed for the meeting, or if the Sabbatical
Trustees present are unwilling or otherwise unable to chair the meeting, the members present shall elect one of their number to chair the meeting.

(12) All members shall be entitled to vote at general meetings. A resolution put to the vote of a meeting shall be decided on a show of hands.

(13) In so far as it is not regulated by the Constitution, the business of a general meeting shall be conducted in accordance with any bye-law established for that purpose.

(14) 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.

14. Trustees and Officers

(1) The Students’ Union and its property shall be managed by a Board comprising:
(a) not more than five Sabbatical Trustees, appointed in accordance with clause 15 of the Constitution.
(b) not more than five Student Trustees, appointed in accordance with clause 16 of the Constitution.
(c) not more than five Independent Trustees, appointed in accordance with clause 17 of the Constitution.

(2) The President of the Students’ Union shall be appointed as Chair in an ex-officio capacity. The Chair’s term of office shall be concurrent with his or her term of office as an elected officer.

(3) The Trustees shall appoint annually a Deputy Chair from amongst the Independent Trustees.

(4) The Trustees shall appoint a Secretary for such term and upon such conditions as they think fit.

(5) The Trustees shall appoint a Returning Officer who shall be responsible to them for the conduct of elections in accordance with the bye-laws. The term of office and conditions of appointment of the Returning Officer shall be specified in the bye-laws.

(6) The Trustees may from time to time prescribe in the bye-laws sabbatical or other paid elected offices which shall be filled by secret ballot of the members of the Students’ Union. The term of any such office shall be twelve months commencing on 01 August immediately following election and terminating on 31 July in the next year. For the avoidance of doubt, any officer elected in accordance with this paragraph shall not be a Sabbatical Trustee.

(7) The Trustees having regard to the interests of the Students’ Union may appoint other officers for such term and upon such conditions as they think fit.

(8) The Trustees shall appoint annually an independent auditor of the Students’ Union’s accounts, as required by law. The appointment of the auditor shall be notified to the members at the Annual General Meeting.

(9) No person may be appointed as a Trustee in circumstances that, had he or she
already been a Trustee, he or she would have been disqualified from acting.

15. Sabbatical Trustees

(1) Sabbatical Trustees shall act at all times solely in the interest of the Students’ Union. They shall be responsible for exercising such executive responsibilities as shall be delegated to them from time to time.

(2) Not more than five Sabbatical Trustees shall be elected by secret ballot by the members of the Students’ Union 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 01 August immediately following their election and terminating on 31 July in the next year. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Sabbatical Trustees shall be members of the Students’ Union at the time of election.

(3) One Sabbatical Trustee shall be elected to the post of President of the Students’ Union.

(4) One Sabbatical Trustee shall at the time of election be registered on a programme of study delivered by the Barts and The London School of Medicine and Dentistry and shall be elected to the post of President of the Barts and The London Students’ Association.

(5) The remaining Sabbatical Trustees shall be elected to such posts as are prescribed from time to time in the bye-laws.

(6) Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the members of the Students’ Union at an election to be held in accordance with the bye-laws. For the avoidance of doubt, a Sabbatical Trustee may serve a maximum of two terms of twelve months, and these terms may be either consecutive or non-consecutive.

(7) The Sabbatical Trustees shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act 1994.

(8) At the same as commencing the term of office as a Trustee, the Sabbatical Trustee will enter into a contract of employment with the Students’ Union for a term to be determined by this constitution.

(9) A Sabbatical Trustee shall become a member of the Students’ Union on the commencement of his or her appointment or re-appointment as a Sabbatical Trustee. Such membership shall cease when the Sabbatical Trustee ceases to be a Sabbatical Trustee.

(10) The duties and payment of each Sabbatical Trustee shall be prescribed in the bye-laws.

16. Student Trustees

(1) Student Trustees shall act at all times solely in the interest of the Students’ Union.

(2) Not more than five Student Trustees shall be elected by secret ballot by the members to be held in accordance with the bye-laws and shall remain in office for a term of twelve months as specified in the bye-laws. Student Trustees may be re-elected for a further term of usually one year that is not renewable thereafter.
(3) At least one Student Trustee shall at the time of election be registered on a programme of study delivered by the Barts and The London School of Medicine and Dentistry and be a member of the Barts and The London Student Association.

17. Independent Trustees

(1) Independent Trustees shall act at all times solely in the interest of the Students’ Union. They shall be independent from the management of the Students’ Union and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.

(2) Not more than five Independent Trustees shall be appointed.

(3) Independent Trustees shall include:
   (a) not more than one member of staff of the College; and
   (b) at least one member nominated by the College Council, not being a member of staff or a student of the College.

(4) Independent Trustees shall be appointed by the Trustees upon the recommendation of an Nominations Committee comprising:
   (a) an Independent Trustee who shall act as Chair;
   (b) the President of the Students’ Union;
   (c) the President of the Barts and the London Students’ Association; and
   (d) one member appointed by the Principal from amongst the staff of the College.

(4a) The Secretary to the College Council or his/her nominee shall act as Secretary to the Nominations Committee.

(5) In making its recommendations, the Nominations Committee shall have regard to the appropriate balance of skills and experience required to further the interests of the Students’ Union.

(6) Independent Trustees shall be eligible to remain in office for a term of four years and shall be eligible for reappointment to further terms at the discretion of the Trustees.

(7) The appointment or re-appointment of Independent Trustees shall be subject to ratification at the next meeting of the Student Council following their appointment or re-appointment.

18. Powers and Duties of the Trustees

(1) The Trustees shall be responsible for the government, management, and administration of the Students’ Union, its assets, and its property, and for the promotion and fulfillment of its Objects.

(2) Subject to the provisions of the Constitution and any applicable law, the Trustees shall exercise all the powers of the Students’ Union.

(3) The Trustees shall seek the opinion of the Student Council as required by the Constitution and on the general strategy of the Students’ Union.

(4) The Trustees shall only have the power to overrule any decisions of the members in general meeting or Referendum or the Student Council on the following grounds:
a. financial risk;
b. charity or education law or other legal requirements (including ultra vires); and
c. reputation of the Students’ Union.

(5) The Trustees shall seek appropriate external advice before exercising its power to overrule.

\textit{Sabbatical Trustees}

(6) The President of the Students’ Union and other sabbatical officers shall be empowered to hold regular meetings with the Principal and other members of his/her senior management team.

(7) The President of the Students’ Union and other sabbatical officers shall be empowered to attend and, where determined, be members of College Committees.

19. \textbf{Delegation of Powers}

(1) The Trustees may resolve to delegate any of their powers and functions to a committee or a nominated individual providing that the terms of such delegation are recorded in the minute book. Any act or resolution made under the terms of such delegation shall be fully and promptly reported to the Trustees.

(2) Any delegation shall be revocable at any time.

20. \textbf{Proceedings of Trustees}

(1) Subject to the provisions of the Constitution and the bye-laws, the Trustees may regulate their proceedings as they see fit.

(2) The Trustees shall hold a minimum of four meetings in each year. Any Trustee may and at the request of a Trustee the Secretary must call a meeting of the Trustees.

(3) The minimum period of notice required to hold a meeting of the Board is seven clear days from the date on which the notice is deemed to have been given, unless urgent circumstances require shorter notice. The notice must specify the date, time, and place of the meeting and the general nature of the business to be transacted and must be given to all Trustees.

(4) If the Chair is not present or is otherwise unable to preside, the Deputy shall chair the meeting. If the Deputy Chair is not present or is otherwise unable to preside, the Trustees present shall appoint one of their number to chair the meeting.

(5) No business shall be conducted at a meeting of the Trustees unless at least two Independent Trustees, two Sabbatical Trustees and two Student Trustees are present.

(6) 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 a quorum, the Trustees may only take steps to increase the number of Trustees (including by arranging an election) so that there is a quorum.

(7) Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(8) A meeting of the Trustees may be held either in person or by teleconference or by
other suitable electronic means agreed between the Trustees in which all 
participants may communicate simultaneously with all other participants.

(9) Any questions arising between meetings of the Trustees may be decided by postal or 
electronic correspondence provided that:
(a) a notice specifying the question to be decided upon shall be circulated to all 
the Trustees;
(b) any decision shall require the consent in writing of all the Trustees;
(c) any decision shall be fully and promptly reported to the next meeting of the 
Trustees.

(10) The Trustees must keep, and make available to all members, minutes of all:
(a) appointments of Trustees and officers made by the Trustees;
(b) proceedings at general meetings;
(c) meetings of the Trustees and committees of the Trustees including the names 
of Trustees, the decisions taken, and, where appropriate, the reasons for the 
decisions.

(11) Without prejudice to the provisions of clause 6 of the Constitution, no resolution or 
act arising from a meeting of the Trustees, a meeting of a committee of the 
Trustees, or a general meeting of the Students’ Union shall be invalidated by reason 
of a defect in the composition, conduct, or notification of that meeting except where 
such a defect can reasonably be shown to have materially affected the outcome of 
the meeting.

(12) All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person 
acting in good faith as a Trustee shall, even if afterwards discovered that there was a 
defect in the appointment of any Trustee (excluding the election and selection 
process) 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.

21. Disqualification, Resignation and Removal of Trustees

(1) The office of a Trustee shall be vacated if:
(a) he or she is prohibited by law from acting as a charity trustee;
(b) in the case of a Sabbatical Trustee, he or she ceases to be a member of the 
Students’ Union;
(c) in the case of a Student Trustee, he or she ceases to be 
a student of the College;
(d) he or she resigns as a Trustee by notice to the Secretary provided that at least 
two Trustees will remain in office when the notice of resignation is to take 
effect;
(e) he or she is absent from two or more consecutive meetings of the Trustees 
without good cause and the Trustees resolve that his or her office be vacated; or 
(f) the Trustees reasonably believe he or she is suffering from a mental disorder 
and is incapable of acting and they resolve that he or she be removed from
22. Removal of Trustees by Referendum or by members of the Student Council

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

(a) a motion of no confidence in the Trustee is passed by a simple majority of members voting in a Referendum, provided that 5% or more of members cast a vote in the Referendum. Such a motion shall only be triggered by a petition of no confidence signed by at least 1% of the membership or 120 Members whichever is lower;

(b) a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of Student Council. Such a motion shall only be triggered by a petition of no confidence signed by 3 members of the Student Council.

23. Removal of Trustees by the Board

(1) The office of a Sabbatical Trustee shall be vacated if a majority resolution of no confidence is passed by the Sabbatical Trustees. For the avoidance of doubt, the Independent Trustees, the Trustee concerned and any other Trustee who has a conflict of interest shall not vote on this resolution and the quorum in clause 20(5) shall be adjusted accordingly.

(2) The office of a Student Trustee shall be vacated if a majority resolution of no confidence is passed by the Student Trustees. For the avoidance of doubt, the Sabbatical Trustees, Independent Trustees, the Trustee concerned and any other Trustee who has a conflict of interest shall not vote on this resolution and the quorum in clause 20(5) shall be adjusted accordingly.

(3) The office of Independent 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 other Trustee who has a conflict of interest shall not vote on this resolution.

(4) Subject to clause 24 below, where the Trustee removed under clause 22 or this clause 23 is a Sabbatical Trustee, he or she shall be removed both from his or her remunerated sabbatical position as an employee and as a Trustee.

24. Rights of Removed Trustee

(1) A Trustee who is removed under clauses 21 (1) (e) and (f), 22 and 23 shall have the following rights:

(a) a resolution to remove a Trustee shall not be passed unless the Trustee concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making representations in writing to the Trustees; and

(b) a Trustee removed from office shall be entitled to appeal the decision to remove him or her to an Appeals Committee within 14 days of the resolution. The selection of the members of the Appeals Committee and its procedures will be as set out in the bye-laws.

25. Replacement of Trustees

(1) In the event of a vacancy on the Board of Trustees:

(a) if an Independent Trustee resigns, is disqualified or is removed from office, an Independent Trustee shall be appointed to the vacancy in accordance with clause 16; and
(b) if a Sabbatical or Student Trustee resigns, is disqualified or removed from office, an election to fill the vacancy that will result on the board of Trustees shall be held in accordance with the bye-laws. For the avoidance of doubt, any person elected under this clause may but shall not be required to assume any other responsibilities of the Sabbatical Trustee or Student Trustee.

(2) If a person resigns between their election to the role of Sabbatical Trustee or Student Trustee and becoming a Sabbatical Trustee or Student Trustee, the vacancy shall be filled in accordance with the bye-laws. For the avoidance of doubt, any person elected under this clause shall be required to assume any other responsibilities of the Sabbatical Trustee or Student Trustee as appropriate.

26. Student Council

(1) There shall be a Student Council which, subject to the general superintendence of the Trustees, shall have the authority to:

(a) subject to clause 17(4), set the Policy of the Students’ Union and refer Policy to Referenda of the members (in accordance with the bye-laws) with due regard to the views and recommendations of the General Meeting;

(b) make recommendations to the Trustees on the vision, mission, and general strategy of the Students’ Union with due regard to the views and recommendations of the General Meeting;

(c) promote and coordinate the activities of the Students’ Union and foster the engagement of members therein;

(d) receive and represent the views of members on the activities of the Students’ Union and on general issues of significance to students;

(e) receive copies of non-confidential minutes of all Trustee meetings [and a quarterly report from the Trustees];

(f) promote upon equal terms the rights of all members;

(g) appoint persons to Honorary Life Membership in accordance with clause 11 and the bye-laws and may establish a sub-group for this purpose; and

(h) carry out such other duties and activities as are required of the Student Council by the Constitution and bye-laws, or are referred to it by the Trustees or on the recommendation of the General Meeting.

(2) Subject to the approval of the Trustees, the Student Council shall establish such campus boards, working groups, and other representative bodies as it shall deem necessary for the effective discharge of its responsibilities.

(3) Subject to the provisions of paragraph (4) of this clause, the composition of the Student Council, and the terms of appointment and removal of members, shall be prescribed in the bye-laws.

(4) An independent student of the Students’ Union, not being a Student Trustee, for the time being shall be a member of the Student Council and shall chair its meetings.

(b) The total membership of the Student Council shall be specified in the bye-laws.

(c) Members of the Student Council shall be appointed or elected in accordance with the bye-laws having regard to the principles enunciated in paragraph (1) of this clause and such that the Barts and the London Students’ Association and any other branches or divisions of the Students’ Union and all members
27. **Referendums**

(1) The Students’ Union shall hold referendums as required for the purpose of agreeing specific policy decisions and to measure the opinion of the members on any issue.

(2) Such referendums may be called on any issue by:
   a) a resolution of the Trustees; or
   b) a resolution of the Student Council; or
   c) a resolution of the members in general meeting; or
   d) a secure petition signed by at least 2% of the membership or 250 members, whichever is lower.

(3) A referendum may be held pursuant to clause 33 in order to pass a resolution to amend the Constitution. Such a referendum may only be called by the Trustees.

(4) A referendum may be held in respect of a petition of no confidence in a Trustee, pursuant to 22 (1) (a).

(5) The Student Council shall be required to consider, and where appropriate, act upon a decision arising from a referendum called as a resolution of the Trustees, members in General Meeting or secure petition.

(6) Referendums shall be conducted in accordance with the bye-laws.

28. **Bye-Laws**

(1) The Trustees shall make bye-laws to regulate:
   a) the discipline and conduct of members;
   b) the term of office and conditions of appointment of the Returning Officer;
   c) the conduct of elections;
   d) the granting of recognition and allocation of resources to groups and clubs;
   e) affiliation with other organisations;
   f) the Students’ Union’s financial regulations.

(2) Bye-laws made pursuant to paragraph (1) of this clause shall be subject to the approval of the College Council.

(3) The Trustees may from time to time make bye-laws for the conduct of the business of the Students’ Union. Such bye-laws may regulate the following matters but are not restricted to them:
   a) insofar as it is not regulated by the Constitution, the conduct of business at meetings;
   b) the organisation and management of branches and divisions;
   c) the responsibilities of Sabbatical Trustees and other officers;
   d) the membership of the Student Council;
   e) the conduct of referenda;
committees, boards, and working groups.

(4) Bye-Laws made pursuant to paragraph (3) of this clause shall be subject to the approval of the Student Council.

(5) The Trustees shall consult the Student Council on any proposal to alter, add to, or repeal the bye-laws or any bye-law in advance of the matter proposed coming into force.

(6) The bye-laws must not be repugnant to the terms and provisions of the Constitution.

(7) The Trustees shall adopt such means as necessary to draw the bye-laws to the attention of all members.

29. Property

(1) The Trustees must ensure the title to:
   (a) all land held by or in trust for the Students’ Union that is not vested in the Official Custodian of Charities; and
   (b) all investments held by or on behalf of the Students’ Union is vested either in a company or limited liability partnership entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(2) Holding trustees must act only in accordance with the lawful directions of the Trustees and if they do they shall not be liable for the acts and defaults of the Trustees or the members of the Students’ Union.

(3) The Trustees may remove the holding trustees at any time.

30. Conflicts of Interest

(1) Whenever a Trustee or any other officer:
   (a) has a personal interest in a matter to be discussed at a meeting; or
   (b) 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:
      (c) declare his or her interest before discussion of the matter begins;
      (d) withdraw from that part of the meeting at which the proposal is discussed unless expressly invited to remain in which case he or she must take no part in any discussion of the matter;
      (e) not be counted in determining whether the meeting is quorate;
      (f) not vote on the proposal.

(2) In particular this clause 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.

31. Accounts and reports
The Trustees shall comply with the requirements of the Charities Act 2006 and Education Act 1994 or any statutory re-enactment or modification thereof as regards the keeping of the Students’ Union’s financial records and the audit or examination of accounts.

The Trustees shall submit a copy of their annual report and statements of account to the Student Council and the College Council within six months of the end of the financial year.

32. Notices

Any notice required to be given to or by any person pursuant to the Constitution shall be in writing, except that in circumstances of urgency a notice calling a meeting of the Trustees need not be in writing.

The Students’ Union may give any notice to a member:

(a) personally; or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her registered address; or
(c) by leaving it in an envelope addressed to the member at his or her registered address; or
(d) by facsimile or by electronic means to an address provided for that purpose; or
(e) by posting it on the Students’ Union’s website.

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 a facsimile or electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to have been served 48 hours after the envelope containing it was posted, or in the case of a notice contained in a facsimile or electronic communication 48 hours after it was sent, or in the case of a notice posted on the Students’ Union website 48 hours after it was posted.

Any member or Trustee present in person at any meeting shall be deemed to have received notice of that meeting and the purpose for which it was called.

33. Amendments to the Constitution

The Trustees and the College Council shall jointly review the Constitution at intervals of not more than five years.

Subject to paragraphs (3)-(6) of this clause, the Constitution may be amended by:

(a) resolution at a general meeting passed by a majority of three quarters of those present and voting; or
(b) resolution passed by a majority of three quarters of those voting in a referendum in which at least 5% of the members vote.

No amendment may be made that would have the effect of causing the Students’ Union to cease to be a charity at law.
(4) No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Students’ Union.

(5) No amendment may be made to clause 6 without the prior consent of the Charity Commission.

(6) No amendment may be made without the consent of the College Council.

(7) A copy of any resolution amending the Constitution shall be sent to the Charity Commission in accordance with its requirements.

34. Indemnity

(1) Every Trustee shall and every other officer or auditor of the Students’ Union may 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.

2) The Trustees shall have the power to resolve to effect trustees’ indemnity insurance, despite their interest in such policies.