

# Constitution

of

## Aberdeen University Students' Association

(An Unincorporated Association)

### Table of Contents and Comments

<b>Name, Objects and Powers</b>	<b>Page 2</b>
This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the constitution can be amended.	
<b>Membership</b>	<b>Page 7</b>
This section describes who the members of the students' association are.	
<b>Referenda</b>	<b>Page 8</b>
This section describes how a referendum may be called.	
<b>General Meetings</b>	<b>Page 8</b>
This section describes how general meetings are called and what business will take place within them.	
<b>Trustees</b>	<b>Page 10</b>
This section describes who the trustees are, how they are appointed, how they can be removed and their powers.	
<b>Proceedings of the Trustees</b>	<b>Page 16</b>
This section lays out how trustee meetings will be called and run and how trustees can make decisions.	
<b>Student Council</b>	<b>Page 17</b>
This section deals with the powers and responsibilities of student council.	
<b>Definitions and Interpretations</b>	<b>Page 18</b>
This section holds a table of definitions and methods for interpretation.	

## **Constitution of**

### **Aberdeen University Students' Association**

#### **BACKGROUND**

- A. Aberdeen University Students' Association (the "Association") is a students' association within the meaning of the Education Act 1994. The Association is devoted to the educational interests and welfare of its Members.
- B. The Association 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 of the Association (the "Constitution") has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Association 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, the University of Aberdeen has a statutory duty to ensure that the Association operates in a fair and democratic manner and is held to proper account for its finances. The Association therefore works alongside the University of Aberdeen in ensuring that the affairs of the Association are properly conducted and that the educational and welfare needs of the Association's Members are met.

#### **Definitions and Interpretation**

1. The meanings of any defined terms used in this Constitution are set out in the glossary in Clause 101. 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 through the President.

#### **Name**

2. There shall be a students' association in the name of Aberdeen University Students' Association (and in this Constitution it is called "the Association").

#### **Objects**

3. The purposes of the Association shall be:
- 3.1 the prevention and relief of poverty of students
  - 3.2 the advancement of citizenship and community development
  - 3.3 the advancement of education

- 3.4 the advancement of the arts, heritage, culture and science
- 3.5 the advancement of health among students
- 3.6 the organisation of recreational activities for students who have need of them by reason of financial hardship or other disadvantage
- 3.7 the promotion of religious and racial harmony
- 3.8 the promotion of equality and diversity; and
- 3.9 the promotion of charitable fundraising activities.

### **Powers**

4. To further its objects, but not to further any other purpose, the Association 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 Raising And Giving (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 a Scottish charity may properly undertake and provided that the Association complies with the Education Act and any guidance published by the Office of the Scottish Charity Regulator;
  - 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 Association's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 4.12 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 4.13 raise funds and invite and receive contributions from any person provided that the Association shall not carry out any taxable trading activities in raising funds;
- 4.14 set aside funds for special purposes or as reserves against future expenditure;
- 4.15 invest and deal with the Association's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.16 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - 4.16.1 the investment policy is set down in writing for the financial expert by the Trustees;
  - 4.16.2 every transaction is reported promptly to the Trustees;
  - 4.16.3 the performance of the investment is reviewed regularly by the Trustees;
  - 4.16.4 the Trustees are entitled to cancel the delegation at any time;
  - 4.16.5 the investment policy and the delegation arrangements are reviewed at least once a year;
  - 4.16.6 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
  - 4.16.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.17 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;
- 4.18 trade in the course of carrying out any of its objects;
- 4.19 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.20 subject to Clause 5 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 4.21 grant pensions and retirement benefits to employees of the Association and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Association and their dependants;
- 4.22 pay out of the funds of the Association 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 Association provided that no such insurance shall extend to:

- 4.22.1 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);
  - 4.22.2 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 willful or reckless misconduct; or
  - 4.22.3 any liability incurred by the Trustees to the Association 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 Association or in the case of which they did not care whether it was in the best interests of the Association or not; and
- 4.23 do all such other lawful things as shall further the Association's objects.
- 4.24 The Association may exercise the following additional powers but only with the prior consent of the University of Aberdeen:
- 4.24.1 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Association's objects;
  - 4.24.2 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use above the value of £15,000.00;
  - 4.24.3 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property;
  - 4.24.4 make grants or loans of money and give guarantees;
  - 4.24.5 enter into a significant investment or create a partnership or other similar arrangement with any other entity.

## **5. Limitation on private benefits**

- 5.1 The income and property of the Association 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 Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Association. This shall not prevent any payment in good faith by the Association of:
- 5.2.1 any payments made to any Member in their capacity as a beneficiary of the Association;
  - 5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Association provided that if such Member is a Trustee Clause 5.3 shall apply;
- 5.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Association; be employed by, or receive any remuneration from, the Association; or receive any other financial benefit from the Association. This shall not prevent any payment in good faith by the Association of:
- 5.3.1 any payments made to any Trustee or Connected Person in their capacity as a

beneficiary of the Association;

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

5.3.3 reasonable and proper remuneration to any Sabbatical Trustee or Connected Person for any goods or services supplied to the Association on the instructions of the Trustees provided that:

- (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and Connected Persons under contracts of employment with the Association;
- (b) subject to Clause (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 93 (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 93 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- (e) this provision shall not apply to one half or more of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply 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 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.22; and

5.3.5 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 99.

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

### **Incorporation**

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

### **Dissolution**

7. Prior to any decision being made regarding dissolution the Trustees of the Association must seek consent from the Office of the Scottish Charity Regulator within the statutory notice period. The Trustees must also notify the University Court within a reasonable time period prior to a vote or decision to dissolve. If any property remains after the Association 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 Association. It shall instead be given or transferred to some other charitable institution or institutions having charitable purposes similar to those of the

Association 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 Association. The institution or institutions which are to benefit shall be chosen by the Trustees of the Association at or before the time of winding up or dissolution.

### **Amendments to the Constitution**

8. The Trustees and the University of Aberdeen shall review this Constitution (and associated Byelaws) at intervals of not more than five years, with effect from the date that this Constitution comes into effect.
9. No amendment of this Constitution shall be made which would have the effect of the Association ceasing to be a charity.
10. Clause 3 (Objects) may not be amended without the prior written consent of the Office of the Scottish Charity Regulator.
11. Nominal consequential amendments due to a change in the Bye-Laws (for example, the number or heading names of clauses in the Constitution) may be made by the Trustee board through the President.
12. Amendments to the Constitution which are not covered by clause 11 may be affected by:
  - 12.1 a resolution of the Members passed at a general meeting by at least 75% of those present and voting; or
  - 12.2 a resolution passed by a 75% majority of the Members voting in a Referendum provided that at least ~~40%~~1 000 of Members cast a vote in the Referendum; or
  - 12.3 a resolution passed by the Board of Trustees

provided the Court of the University of Aberdeen approved the amendments (as required for the purposes of compliance with Section 22 of the Education Act), the Trustees ensure that Office of the Scottish Charity Regulator is notified in accordance with statutory timescales, and that no change shall be contrary to the Education Act, the Charities Act or the Bribery Act, as each may be amended from time to time.

### **Membership**

#### **Members**

13. The Members of the Association shall be as follows:
  - 13.1 each and every Student who has not exercised their right under the Education Act to opt out by notifying the University of Aberdeen or the Association of their wish not to be a Member of the Association; and
  - 13.2 the Sabbatical Officers of the Association.
14. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Association if:
  - 14.1 they are a member by virtue of being a Student and they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with the University of Aberdeen is revoked by the University of Aberdeen;
  - 14.2 they are a member by virtue of being a Sabbatical Officer and they cease to be a Sabbatical

Officer;

- 14.3 they opt out of membership by giving written notice to the University or Association; or
- 14.4 a decision is made to remove them from membership of the Association in accordance with the Code of Conduct.
15. Members of the Association shall be entitled to the benefits set out in the Code of Conduct.

### **Associate Members**

16. The Association retains the right to offer reciprocal membership to students from other students' associations. The Trustees shall determine the form of application for associate membership, and associate membership shall be subject to such rights and obligations as the Trustees consider appropriate.
17. Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

### **Code of Conduct**

18. The Trustee Board will establish and monitor a "code of conduct" that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Association. The Code of Conduct may include a range of sanctions for breach of the Code of Conduct by a Member, including the suspension or removal of any or all of the rights and privileges of membership, including the holding of office.

### **Referenda**

19. A Referendum may be called on any issue by:
  - 19.1 a resolution of the Trustees;
  - 19.2 a majority vote of the Student Council; or
  - 19.3 a Secure Petition signed by at least ~~425~~100 Members, this includes a Referendum to pass a motion of no confidence in an Elected Officer 59.2.
20. Subject to Clauses 12 and 59.2, a resolution may only be passed by Referendum if at least ~~40%~~1 000 Members cast a vote in the Referendum and a 75% majority of the votes cast are in favour of the resolution.
21. Referenda shall be conducted in accordance with this Constitution and the Bye- Laws.
22. Subject to Clause 68, 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 Student Council.

### **General Meetings**

#### **Annual General Meeting**

23. The Association shall hold an annual general meeting 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 shall think suitable to allow the maximum number of Members to attend.



## Other General Meetings

24. 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, including individual names and student numbers by at least ~~425~~100 Members having the right to attend and vote at general meetings.

## Length of Notice

25. A general meeting shall be called by at least 7 clear days' written notice.

## 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 Association's activities since the previous AGM;
  - 26.3 receiving the accounts of the Association for the previous financial year;
  - 26.4 appointment of the auditors;
  - 26.5 approving the list of affiliations of the Association; 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 the University of Aberdeen.

## Quorum

28. No business shall be transacted at any general meeting unless a quorum is present. 200 Members entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.
29. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine. At the reconvened meeting the quorum will be 100 Members.

## Chair

30. The Chair of Student Council or in their absence the ~~Deputy-Vice~~-Chair shall preside as chair of the meeting. In the absence of the Chair of Student Council and the ~~Deputy-Vice~~-Chair, 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.
32. Each affiliated Student Group, Sports Club or Student Society shall be expected to send at least two representatives from their committee to a general meeting. Any Student Group, Sports

Club or Student Society which fails to register its presence at a general meeting without adequate explanation may have their affiliation revoked. Any Sports Club or Student Society who fails to register their presence at three consecutive general meetings may automatically have their affiliation revoked.

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

33. Every Member has the right to attend general meetings and the right to vote. Where appropriate a resolution put to the vote of a general meeting shall be decided on with each Member having one vote. The form of voting shall be determined and communicated in advance and may be by a show of hands, a paper ballot, or via electronic means.
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.
35. In order to vote, particularly in the case of paper ballots, Members may be required to produce proof of student status to receive ballot papers.

### **Trustees**

#### **Appointment of Trustees**

36. The Trustees shall be made up of the following persons:
  - 36.1 not more than 5 Sabbatical Trustees, elected in accordance with Clauses 37 and 38;
  - 36.2 4 Student Trustees, appointed in accordance with Clause 43;
  - 36.3 1 University Nominated Trustee appointed in accordance with Clause 47;
  - 36.4 3 External Trustees, appointed in accordance with Clause 51.

#### **Sabbatical Trustees and Officers**

37. The Sabbatical Officers shall be elected by secret ballot by the Members of the Association at an election to be held in accordance with the Bye-Laws.
38. Up to 5 Sabbatical Officers shall be elected in accordance with Clause 37 to posts specified in the Bye-Laws and each of these Sabbatical Officers shall also hold office as a Sabbatical Trustee until they cease to be a Sabbatical Officer in accordance with Clause 59 or ceases to be a Sabbatical Trustee in accordance with Clauses 55 or 56. If a Sabbatical Officer ceases to be a Sabbatical Trustee they are deemed to have resigned their position as a Sabbatical Officer. Likewise, if they cease to be a Sabbatical Officer they are deemed to have resigned their position as a Sabbatical Trustee.
39. The Sabbatical Officers 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 year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may be re-elected for a maximum further term of one year by the Members of the Association at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.
40. Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Clause 13, each Sabbatical Officer shall become a Member of the Association on commencement of their appointment or re-appointment as a Sabbatical Officer.

Such membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.

41. The Sabbatical Officers shall be deemed to be “major association office holders” for the purposes of Section 22 of the Education Act.
42. At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Association for a term to be determined by this Constitution. The duties of each Sabbatical Trustee shall be as set out in the Bye-Laws.

### **Student Trustees**

43. Up to 4 Student Trustees shall be appointed by a simple majority vote of the Appointments Committee and provided that the appointment of each Student Trustee is ratified by a simple majority vote of the Student Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Council.
44. Student Trustees should be appointed with a mind to ensure the diversity of skills and people on the Board of Trustees.
45. Each Student Trustee must be a Student at the time of their appointment and shall continue to be a Student for the duration of their term as a Student Trustee.
46. Unless their appointment is terminated in accordance with clauses 55, 56 or 57, Student Trustees shall remain in office for a term of up to two years and shall be able to serve a maximum of two terms either consecutive or non-consecutive. Any second term must be ratified by a simple majority vote of the Student Council.

### **University Nominated Trustee**

47. Up to 1 University Nominated Trustee shall be appointed at the request of the University of Aberdeen following a simple majority vote of the Appointments Committee.
48. The University Nominated Trustee should be appointed with a mind to ensure access to strategic decision makers at the University of Aberdeen.
49. The University Nominated Trustee shall remain the University Nominated Trustee while they continue to hold the nomination of the University of Aberdeen.
50. Unless their appointment is terminated in accordance with Clauses 55, 56 or 58 the University Nominated Trustee may remain in office for a term of up to four years and shall be able to serve a maximum of two consecutive terms either consecutive or non-consecutive. Any second term must be ratified by a simple majority vote of the Appointments Committee.

### **External Trustees**

51. Up to 3 External Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a simple majority vote of the Student Council. For the avoidance of doubt, such an appointment shall not take effect until it has been ratified by the Student Council.
52. External Trustees should be appointed with a mind to ensure the diversity of skills and people on the Board of Trustees to include but not limited to strategic and financial insight, commercial experience, and other skills as necessary to further the strategic aims of the association.
53. Unless their appointment is terminated in accordance with Clauses 55, 56 or 57 External Trustees shall remain in office for a term of up to four years.

54. External Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive. Any second term must be ratified by a simple majority vote of the Student Council.

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

55. A Trustee immediately ceases to hold office if:
- 55.1 they become prohibited by law from being a charity trustee;
  - 55.2 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer or resign as an employee of the Association;
  - 55.3 in the case of a Student Trustee, they cease to be a Member or Student;
  - 55.4 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from membership of the Association in accordance with the Code of Conduct;
  - 55.5 they resign by notice to the Association (but only if at least four Trustees will remain in office when the notice of resignation is to take effect and then only on the expiry of the notice or such other date as is agreed with the Trustees);
  - 55.6 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
  - 55.7 they are removed from office under Clauses 56 or 57.

#### **Removal of Trustees by the Members or the Student Council**

56. Each type of trustee can be removed from office if one of the following happens:
- 56.1 A referendum of AUSA members with a minimum quoracy of ~~45%~~1 000 where the majority of votes cast are for the removal of the trustee
  - 56.2 A board resolution to remove the trustee is passed. Such a resolution would require minimum participation of one officer, one student and one lay trustee
  - 56.3 If they are no longer eligible to be a trustee based on the requirements outline herein or by law. For the avoidance of doubt, if a sabbatical officer ceases to be a trustee, they are no longer eligible to remain in the employ of AUSA as a sabbatical officer and vice versa

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

57. A Student Trustee or External Trustee shall immediately cease to hold office 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 85.
- 57.1 A conflict, in this case, is defined as a situation where another trustee has had material involvement in the events leading up to the decision to hold a vote on removal. Friendships or close working relationships do not amount to a conflict.

## Removal of Trustees by the University

58. The University Nominated Trustee shall immediately cease to hold office if the Board of Trustees receives notification in writing that the individual no longer holds the nomination of the University of Aberdeen.

## Removal of Elected Officers

59. An Elected Officer shall immediately cease to hold office if they:

59.1 resign;

59.2 are removed from office as an Elected Officer by:

59.2.1 a motion of no confidence in the Elected Officer passed by a two thirds majority of the Members voting in a Referendum, provided that at least ~~40%~~1 000 of 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 ~~425~~100 Members or a motion of no confidence in the Elected Officer passed by a two thirds majority in a vote of the Student Council.

provided that, in the case of a Sabbatical Officer, the Association first carries out any steps it is required to take under the Sabbatical Officer's contract of employment and/or the applicable disciplinary procedure.

## Replacement of Trustees

60. If a Sabbatical Trustee resigns, is disqualified or removed from office at any time prior to ~~the commencement of the Academic Year~~1st November, the vacancy that results shall be filled via an election held in line with the Bye-Laws no later than ~~the fourth week of the Academic Year~~31st December. Should there be no candidate when nominations close, the post shall remain unelected for the Academic Year.
61. If a Sabbatical Trustee resigns, is disqualified or removed from office after ~~the commencement of the Academic Year~~1st November, the vacancy shall remain vacant for the Academic Year.
62. If a Student Trustee resigns, is disqualified or removed from office, an additional Student Trustee may be appointed to the vacancy in accordance with Clause 43.
63. If the University Nominated Trustee resigns, is disqualified or removed from office, a replacement University Nominated Trustee shall be appointed to the vacancy in accordance with Clause 47.
64. If an External Trustee resigns, is disqualified or removed from office, an additional External Trustee shall be appointed to the vacancy in accordance with Clause 51.

## Powers of the Trustees

65. The Board of Trustees shall be responsible for the management and administration of the Association and (subject to the Education Act, this Constitution and the Bye- Laws) may exercise all the powers of the Association. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
66. 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.

67. The Board's powers under Clause 65 shall include but not be limited to responsibility for:
- 67.1 the governance of the Association;
  - 67.2 the budget of the Association; and
  - 67.3 the strategy of the Association.
68. The Board of Trustees may override any decision or Policy made by the Members in general meeting or Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
- 68.1 has or may have significant financial implications for the Association;
  - 68.2 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);
  - 68.3 is not or may not be in the best interests of the Association or all or any of its charitable objects; or
  - 68.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 67.
69. All acts carried out 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:
- 69.1 was not properly appointed;
  - 69.2 was disqualified from holding office;
  - 69.3 had vacated office; or
  - 69.4 was not entitled to vote.

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

70. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.
71. 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 Association to any person or committee in accordance with the conditions set out in this Constitution.

#### **Delegation to committees**

72. In the case of delegation to committees:
- 72.1 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);
  - 72.2 subject to Clause 75, 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;
  - 72.3 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 to the Trustees in a timely fashion and for that purpose every committee shall appoint a secretary;

- 72.4 all delegations under this Clause shall be revocable at any time; and
- 72.5 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.
- 73. The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses 71 and 72:
  - 73.1 Appointments Committee;
  - 73.2 People (HR) Committee;
  - 73.3 Finance Committee

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

- 74. In the case of delegation of the day-to-day management of the Association to the Chief Executive:
  - 74.1 the delegated power shall be to manage the Association 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;
  - 74.2 the Trustees shall provide the Chief Executive Officer with a description of their role and the extent of their authority;
  - 74.3 the Chief Executive Officer shall report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts sufficient to explain the financial position of the Association; and
  - 74.4 the Trustees shall provide the Chief Executive Officer with a performance management structure to aid their work plan and development, this structure shall be led on behalf of the Trustees by the Chair and Depute Chair.

#### **Bank Account**

- 75. For the avoidance of doubt, the Trustees may (in accordance with Clauses [72] and [73]) delegate all financial matters to any committee provided that such committee shall include at least two Trustees. The Trustees may empower such a committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Trustees.

#### **Proceedings of Committees**

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

## **Bye-Laws**

77. The Trustees and the Student Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Association and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution. Bye-Laws can be amended at Student Council by a resolution passed by 75% of the Members present at the meeting; these changes must be ratified by the Trustee board. Bye-Laws will be made publicly available on the AUSA website.

## **Proceedings of Trustees**

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

### **Trustees' meetings**

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

### **Length of notice**

82. A Trustees' meeting shall be called by at least 7 clear days' notice unless either:
- 82.1 all the Trustees agree to shorter notice; or
- 82.2 urgent circumstances require shorter notice.

### **Contents of notice**

83. 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**

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

### **Quorum**

85. The quorum for Trustees' meetings shall be five and such quorum must include at least two Sabbatical Trustees, one Student Trustee and either one External Trustee or the University Nominated Trustee. 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 adapted to ensure that there is a balance of student representation.

### **Chair and Deputy Chair**



86. The President shall be the Chair of the Trustees.
87. The University Nominated Trustee shall be the Depute Chair of the Trustees however the Trustee Board may at any time remove them from this position by a two thirds majority vote and elect an alternative External Trustee to act as Depute Chair. The role of the Depute Chair will be to support the Chair across all activity with particular reference to the performance management and professional development of the Chief Executive Officer on behalf of the Board of Trustees.
88. In the absence of the Chair and the Deputy Chair, another Trustee present, elected amongst themselves, shall preside as chair of the meeting.

#### **Decision making by Trustees at meetings**

89. Questions arising at a meeting shall, unless otherwise stated 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**

90. A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means in which all participants may communicate simultaneously with all other participants.

#### **Trustee decisions without a meeting**

91. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, where each Trustee has indicated agreement in writing.
92. A Trustees' resolution which is made in accordance with Clause 91 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:

#### **Conflicts of Interest**

93. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 91 and a Trustee has a Personal Interest in respect of that matter then they must:
  - 93.1 declare their interest to the Trustees;
  - 93.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 93.3 not be counted in the quorum for that part of the meeting or decision-making process; and
  - 93.4 withdraw during the vote and have no vote on the matter.
94. 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.

#### **Student Council**

95. The Student Council shall have the authority to:
  - 95.1 represent the voice of the Students;

- 95.2 subject to Clause 68, develop and implement the Policy of the Association based on student input and refer Policy to Referenda of the Members or to the Members in a general meeting (in accordance with the Bye-Laws);
- 95.3 make, revoke and amend the Bye-Laws jointly with the Trustees in accordance with Clause 77; and
- 95.4 receive updates from the Trustees;
- 96. The composition and proceedings of the Student Council shall be set out in the Bye- Laws. No Member may hold more than one seat on the Student Council at any one time.

### **Accounts and Reports**

- 97. The Trustees shall comply with the requirements of the Education Act and the Charities and Trustee Investment (Scotland) Act 2005 as to keeping financial records, the audit or examinations of accounts.
- 98. The Members of the Association have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause 97.

### **Indemnity**

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

### **Trustees' Indemnity Insurance**

- 100. The Trustees shall have power to resolve pursuant to Clause 4.22 to effect trustees' indemnity insurance, despite their interest in such policy.

### **Glossary**

- 101. In this Constitution, the following terms shall have the following meanings:
  - 101.1 "Academic Year" means the period between the start of the University ~~undergraduate learning~~ week one to the final ~~official undergraduate learning or assessment~~ week. Each Academic Year is for the time being divided into [~~two semesters~~];three trimesters].
  - 101.2 "Appointments Committee" means the committee set up in accordance with clause 73.1 which will include the Student President, one other Sabbatical Trustee, two members of Student Council and either at least one External Trustee or the University Nominated Trustee;
  - 101.3 "Board of Trustees" or "Trustees" or "Board" means the Board of Trustees of the Association
  - 101.4 "Bribery Act" means the Bribery Act 2010;
  - 101.5 "Bye-Laws" means the bye-laws setting out the working practices of the Association

- made from time to time;
- 101.6 “Chair” means The Chair of the Trustee Board from time to time, who shall be the President;
- 101.7 “Charities Act” means the Charities, Trustees and Investment (Scotland) Act 2005;
- 101.8 “Chief Executive Officer” or “CEO” means the Chief Executive Officer or lead staff member of the association who is appointed and performance managed by the Board of Trustees;
- 101.9 “Clear Days” means 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, for the avoidance of doubt, all seven days of the week are considered;
- 101.10 “Code of Conduct” means the code of conduct of the Association established pursuant to clause 18 and as amended from time to time;
- 101.11 “Connected Person” means (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital or (d) any other person, legal or natural defined as a “Connected Person” in terms of the Companies Act 2006 or in terms of the Charities Act;
- 101.12 “Education Act” means the Education Act 1994;
- 101.13 “Elected Officer” means any student elected to an AUSA position by cross campus ballot or by a constituent group election in accordance with AUSA bye-laws.
- 101.14 “in writing” means written, printed or transmitted writing including by electronic communication;
- 101.15 “Member” means a member of the Association as defined in clause 13;
- 101.16 “Personal Interest” means 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);
- 101.17 “Policy” means representative and campaigning policy set by Referenda, General Meeting or the Student Council;
- 101.18 “President” or “Student President” means the president of the Association, as elected by the Members in accordance with the Bye-Laws;
- 101.19 “Sabbatical Officer” or “Sabbatical Trustee” means the individuals elected in accordance with clause 37 of this Constitution, and of section 22 of the Education Act, each of whom is a major office holder of the Association;
- 101.20 “Secure Petition” means a written request to the Association containing valid student details either in writing or online;
- 101.21 “Student” means an individual who is formally registered for an approved programme of study provided by the University of Aberdeen. For the avoidance of doubt, the University of Aberdeen shall determine whether or not an individual has student status;

- 101.22 "Student Council" means the Student body elected by and from students constituted in accordance with this Constitution and the Bye-Laws of the Association;
- 101.23 "Student Trustee" means a Trustee elected in accordance with clause 43 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 association office holder;
- 101.24 "Subsidiary Company" means any company in which the Association 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;
- 101.25 "Trustee" or "Trustees" means the Sabbatical Trustees, the Student Trustees, the University Nominated Trustee and the External Trustees;
- 101.26 "University" or "University of Aberdeen" means the University of Aberdeen Court and the University of Aberdeen as established by Act of Parliament 1860;
- 101.27 "University Nominated Trustee" means the Trustee appointed in accordance with clause 47;
- 101.28 "Volunteer Officers" means Members that have been elected to specific positions but who are not Sabbatical Officers.
102. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa, each shall include gender neutral terminologies.
103. 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.