

*Constitution*

*of*

*SOAS Students' Union*

*(An Unincorporated Association)*

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# Background

- A. SOAS Students' Union (the "Union") is a Students' Union as defined within section 20 of the 1994 Education Act. The Union is an Unincorporated Association of its members and a registered charity, which is regulated by its own Constitution, its Board of Trustees and the Charity Commission. The Union is devoted to the educational interests and welfare of its Members.
- B. The Union will seek at all times to:
- (i) ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation;
  - (ii) pursue its aims and objectives independent of any political party or religious group; and
  - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- C. This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.
- D. Under the Education Act 1994, SOAS has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union works alongside SOAS to ensure that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Members are met.

## Definitions and Interpretation

1. The meanings of any defined terms used in this Constitution are set out in Clause 91. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

## Name, Objects and Powers

2. There shall be a students' union in the name of SOAS Students' Union (and in this Constitution it is called "the Union").
3. The Union's objects are the advancement of education of Students at The School Of Oriental and African Studies for public benefit by:
  - 3.1 promoting the interests and welfare of Students at SOAS during their course of study and representing, supporting and advising Students;
  - 3.2 being the recognised representative channel between Students and SOAS and any other external bodies; and
  - 3.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.
4. To further its objects, but not to further any other purpose, the Union may:
  - 4.1 provide services and facilities for Members;
  - 4.2 establish, support, promote and operate a network of student activities for Members;
  - 4.3 support any fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
  - 4.4 alone or with other organisations:

- 4.4.1 carry out campaigning activities;
- 4.4.2 seek to influence public opinion; and
- 4.4.3 make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 4.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 4.13 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 4.14 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.15 make grants or loans of money and give guarantees;
- 4.16 set aside funds for special purposes or as reserves against future expenditure;
- 4.17 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.18 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.19 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;
- 4.20 trade in the course of carrying out any of its objects;
- 4.21 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.22 subject to Clause 5 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 4.23 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 4.24 do all such other lawful things as shall further the Union's objects.

## 5. *Limitation on private benefits*

- 5.1 The income and property of the Union shall be applied solely towards the promotion of its objects.
- 5.2 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:
- 5.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;
- 5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause 5.3 shall apply;
- 5.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
- 5.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
- 5.3.2 reasonable and proper out of pocket expenses of the Trustees;
- 5.3.3 reasonable and proper remuneration to any Officer Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:
- (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;
  - (b) subject to Clause 5.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
  - (c) if the person being remunerated is a Trustee the procedure described in Clause 77 (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 77 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
  - (e) subject to Clause 5.5, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
  - (f) at all times the provisions of the Education Act are complied with;
- 5.3.4 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 90; and
- 5.3.5 any payments authorised in writing by the Charity Commission.
- 5.4 For any transaction authorised by Clause 5.3, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Clause 5.3 have been complied with.
- 5.5 Where a vacancy arises on the Board of Trustees with the result that Clause 5.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Clause 5.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## *Dissolution*

6. If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be

given or transferred to some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as this Constitution imposes upon the Union. The institution or institutions which are to benefit shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

### *Amendments to the Constitution*

7. The Trustees and SOAS shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
8. No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.
9. Clause 3 (Objects) and Clause 5 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.
10. Save where the amendment to the Constitution is a consequential amendment due to a change in the Schedules (for example, the number or heading names of Clauses), the Constitution may be amended by:
  - 10.1 a resolution of the Members passed at a General Meeting by at least two-thirds of those present and voting provided that at least 80 members cast a vote in the resolution; or
  - 10.2 a resolution passed by a two thirds majority of the Members voting in a Referendum provided that at least 80 Members cast a vote in the Referendum

provided the Governing Body of The School Of Oriental and African Studies approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

## *Membership*

### *Members*

11. The Members of the Union shall be as follows:
  - 11.1 each and every Student enrolled on a course of study at the School lasting for at least one academic year, who has not opted out by notifying SOAS Students' Union of their wish not to be a Member of the Union; and
  - 11.2 the Sabbatical Trustees of the Union.
12. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:
  - 12.1 they cease to be a Student;
  - 12.2 they cease to be an Sabbatical Trustee;
  - 12.3 they opt out of membership by giving written notice to the Union; or
  - 12.4 in the case of Members other than the Sabbatical Trustees, a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Member be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution can only be brought up as an outcome of the student's disciplinary procedure in the Schedules of the Union.
13. Members of the Union shall be entitled to the benefits set out in the Code of Practice.

### *Associate Members*

14. The Trustees may elect to and remove from associate membership of the Union such persons as they consider to be fit. 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.
15. Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

## *Referenda*

16. A Referendum may be called on any issue by:
  - 16.1 a resolution of the Trustees;
  - 16.2 a resolution of a General Meeting
17. Subject to Clause 10.2, a resolution may only be passed by Referendum if at least 80 Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
18. Referenda shall be conducted in accordance with this Constitution and the Schedules.
19. Subject to Clause 48, the Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set by the Members in general meeting.

## *General Meetings*

### *Annual General Meeting*

20. The Union 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*

21. The Trustees may call a Union general meeting (UGM) at any time, at least one per term. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 80 Members having the right to attend and vote at general meetings.

### *Length of Notice*

22. A general meeting shall be called by at least 10 clear working days' written notice.

### *Contents of Notice*

23. 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:
  - 23.1 ratification of minutes of previous AGM;
  - 23.2 receiving the report of the Trustees on the Union's activities since the previous AGM;
  - 23.3 receiving the accounts of the Union for the previous financial year;
  - 23.4 appointment of the auditors;
  - 23.5 open questions to the Trustees by the Members.

### *Service of Notice*

24. Notice of general meetings shall be given to every Member and to the Trustees of the Union.

### *Quorum*

25. No business shall be transacted at any general meeting unless a quorum is present. 50 persons entitled to vote upon the business to be transacted, each being a Member, shall be a quorum, unless a resolution to change the constitution or pass a vote of no confidence is proposed, in which case quorum will be 80.
26. 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 and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

### *Chair*

27. There shall be a Chair for the UGM who shall normally not be a member of the Union. It shall be the job of the Trustees to select a Chair as part of their duties in organising the meeting. In the absence of a Chair the Members present and entitled to vote shall choose one of their number to be Chair.

### *Adjournment*

28. 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.

### *Votes of Members at General Meetings*

29. Every Member has the right to attend general meetings and the right to vote. A resolution put to the vote of a general meeting shall be decided on a show of hands, and every Member shall have one vote. The Chair will be able to call for a closed ballot and check Members' eligibility to vote where necessary.
30. Every resolution put to the vote of a general meeting shall be decided by a simple majority of the votes cast unless: the resolution is to amend this constitution or the resolution contains a vote of no confidence, in which case a majority of two thirds will be required.

## *Trustees*

### *Appointment of Trustees*

31. The Trustees shall be made up of the following persons:
  - 31.1 not more than 4 Sabbatical Trustees, elected in accordance with Clause 32;
  - 31.2 not more than 19 Student Trustees, elected in accordance with Clause 37;
  - 31.3 the General Manager of the Students' Union as a non-voting member and Clerk to the Board
  - 31.4 not more than 2 External Advisors elected in accordance with Clause 55

### *Sabbatical Trustees*

32. Up to 4 Sabbatical Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Schedules. The Officer Trustees shall be elected to posts set out in the Schedules.
33. The Sabbatical Trustees shall remain in office for a term of one year commencing in accordance with the Schedules. 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 Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Schedules. For the avoidance of doubt, a Sabbatical Trustee's terms of office may be either consecutive or non-consecutive.

34. Each Sabbatical Trustee must be a Student or a Sabbatical Officer at the time of their election. A Sabbatical Trustee shall become a Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Trustee ceases to be a Sabbatical Officer.
35. The Sabbatical Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
36. At the same time as commencing the term of office as a Trustee, the Sabbatical Trustee will enter into a contract of employment with the Union for a term to be determined by this Constitution. The duties and method of remuneration of each Officer Trustee shall be as set out in the Schedules.

### *Student Trustees*

37. Subject to Clause 38 below, up to 19 Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Schedules.
38. Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of his or her term as a Student Trustee).
39. Student Trustees shall remain in office for a term of one year commencing in accordance with the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

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

40. The office of a Trustee shall be vacated if:
  - 40.1 they become prohibited by law from being a charity trustee;
  - 40.2 in the case of an Sabbatical Trustee, they cease to be an employee of the Union;
  - 40.3 in the case of a Student Trustee, they cease to be a Student;
  - 40.4 they resign by notice to the Union (but only if at least 5 Trustees will remain in office when the notice of resignation is to take effect);
  - 40.5 the majority of Trustees reasonably believe they are incapable of acting as a trustee and they resolve that they be removed from office;
  - 40.6 they fail to attend 2 consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure; or
  - 40.7 they are removed from office under Clause 41.

### *Removal of Trustees by the Members*

41. The office of a Trustee shall be vacated if a motion of no confidence in the Trustee is passed by
  - 41.1 a resolution of the Members passed at a General Meeting by at least two-thirds of those present and voting provided that at least 80 members cast a vote in the resolution; or
  - 41.2 a resolution passed by a two thirds majority of the Members voting in a Referendum provided that at least 80 Members cast a vote in the Referendum

### *Replacement of Trustees*

42. If a Sabbatical Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Schedules.
43. If a Sabbatical Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.
44. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause 38.

### *Powers of the Trustees*

45. The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
46. 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.
47. The Board's powers under Clause 45 shall include but not be limited to responsibility for:
  - 47.1 the governance of the Union;
  - 47.2 the budget of the Union; and
  - 47.3 the strategy of the Union.
48. The Board of Trustees may override any decision and Policy made by the Members in general meeting or Referendum which the Trustees consider (in their absolute discretion):
  - 48.1 has adverse financial implications for the Union;
  - 48.2 is in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
  - 48.3 contradicts the Union's charitable objects; or
  - 48.4 will affect the discharge of any or all of the responsibilities referred to in Clause 47.
49. If the membership of the board drops below quorum (as in Clause 69), Trustees must only act to increase the number of Trustees in order to reach quorum.
50. All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
  - 50.1 was not properly appointed;
  - 50.2 was disqualified from holding office;
  - 50.3 had vacated office; or
  - 50.4 was not entitled to vote.

### *Delegation of Trustees' powers*

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

52. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with the conditions set out in this Constitution.

### *Delegation to committees*

53. In the case of delegation to committees:
- 53.1 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);
  - 53.2 subject to Clause 59, 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;
  - 53.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
  - 53.4 all delegations under this Clause shall be revocable at any time; and
  - 53.5 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.
54. The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses 52 and 53
- 54.1 Executive Committee (as further described in Clause 59);
  - 54.2 Finance Committee (as described in the Schedules);

### *External Advisors*

55. The Trustees shall invite two non- voting External Advisors to their meetings, who have been selected by the Trustee board in accordance with the following rules:
- 55.1 That the External Advisors have expertise which pertains to the running and operations of Students Unions
  - 55.2 That the nominee has exhibited that they share in the values and ideals held by SOAS Students' Union.
  - 55.3 That the nominee is not a member of the Students'
  - 55.4 That the nominee has not been a Trustee of SOAS Students' Union for two academic years prior to their taking office.
  - 55.5 That the nominee has expressed their availability for the trustee meetings schedules for the academic year.

### *Delegation of day-to-day management powers to Senior Staff Member*

56. In the case of delegation of the day-to-day management of the Union to the Senior Staff Member
- 56.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget. With Board approval, the Senior Staff Member will also be the Clerk and Secretary of the Trustee Body
  - 56.2 the Trustees shall provide the Senior Staff Member with a description of his or her role and the extent of their authority;
  - 56.3 the Senior Staff Member shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union.

## *Bank Account*

57. For the avoidance of doubt, the Trustees may (in accordance with Clauses 52 and 53) 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 hold a bank account provided that at least one Sabbatical Trustee is a signatory for transactions above a certain amount, as set out in the Schedules. No committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

## *Proceedings of Committees*

58. The meetings and proceedings of any committee shall be governed by the provisions of this Constitution, but may be superseded by any Schedules made by the Trustees and members.

## *The Executive Committee*

59. Unless the Trustees determine otherwise, the Executive Committee shall include:
  - 59.1 the Sabbatical Trustees; and
  - 59.2 the elected Part-Time Officers
60. The Executive Committee shall meet in accordance with the Schedules. The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Clause 45 but shall include representation and campaigning work and the implementation of Policy.

## *Schedules*

61. The Trustees and the Members shall have the power to jointly make, repeal or amend Schedules provided that such Schedules shall not be inconsistent with this Constitution.

## *Proceedings of Trustees*

62. Subject to the provisions of this Constitution and the Schedules, the Trustees may regulate their proceedings as they deem fit.

## *Trustees' meetings*

63. The Trustees shall hold a minimum of four meetings in any Academic Year.
64. Meetings may be called by a minimum of two Trustees.
65. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

## *Length of notice*

66. A Trustees' meeting shall be called with at least five clear working days' notice unless either:
  - 66.1 all the Trustees agree to shorter notice; or
  - 66.2 Urgent circumstances require shorter notice.

## *Contents of notice*

67. Notices of a Trustees' meeting shall specify the place, date and time of the meeting and the agenda to be considered.

## *Service of notice*

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

## *Quorum*

69. The quorum for Trustees' meetings is set at five and must include at least one Sabbatical 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 five.

## *Chair and Deputy Chair*

70. The Co-President Democracy & Education shall be the Chair of the Trustees.
71. The Trustees shall appoint a Trustee to be Deputy Chair of the Trustees and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.
72. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

## *Decision making by Trustees at meetings*

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

## *Virtual meetings*

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

## *Trustee decisions without a meeting*

75. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other through an agreed means, including electronic communication. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
76. A Trustees' resolution which is made in accordance with Clause 76 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:
  - 76.1 approval from each Trustee must be received by a nominated person (the 'Recipient').
  - 76.2 following receipt of response from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Clause;
  - 76.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
  - 76.4 the Recipient shall prepare minutes of the decisions in accordance with Clause 85.

## *Conflicts of Interest*

77. Whenever a matter is to be discussed at a meeting and a Trustee has a Personal Interest in respect to the matter then they must:
  - 77.1 declare their interest to the Trustees;
  - 77.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 77.3 not be counted in the quorum for that part of the meeting; and
  - 77.4 Withdraw during the vote and have no vote on the matter.

78. 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.
79. In particular, Clause 78 shall apply to any matter that may directly or indirectly relate to the position of a Student Trustee who is or is to be remunerated as an employee by the Union.

## *General*

### *Irregularities*

80. The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or by reason of any business being considered which is not specified in the notice.

### *Minutes*

81. The Trustees shall keep minutes of:
- 81.1 all proceedings at general meetings of the Union and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and
- 81.2 all resolutions of the Members and of the Trustees
- and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings or the resolution.

The minutes of the meetings referred to in Clause 82 above shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters.

### *Accounts and Reports*

82. The Trustees shall comply with the requirements of the Education Act and the Charities Act 1993 as to keeping financial records, the audit or examinations of accounts.
83. The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause 84.

### *Notices*

84. Subject to Clause 87 any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
85. The Union may give any notice to a Member either:
- 85.1 personally;
- 85.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;
- 85.3 by leaving it at the address of the Member;
- 85.4 by electronic communication to the Member's address; or
- 85.5 by posting it on the Union's website.
86. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
87. Proof that an email was sent shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the email was sent.

## *Indemnity*

- 88.** Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by 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 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.

## *Definitions and Interpretations*

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

	<b>Term</b>	<b>Meaning</b>
89.1	“Academic Year”	the period between September in one Year to June in the next Year determined by the Union as the period during which Students are required to be registered with SOAS. Each Academic Year is for the time being divided into three terms;
89.2	“Board of Trustees” or “Board”	the board of Trustees of the Union;
89.3	“Schedules”	the Schedules setting out the working practices of the Union made from time to time in accordance with Clause 62;
89.4	“Chair”	the chair of the Board of Trustees, who shall be Co-President Democracy and Education in accordance with Clause 71;
89.5	“Senior Staff Member”	the Senior Staff Member of the union;
89.6	“clear working 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, and excluding Saturday’s, Sundays and Bank Holidays and Union closure;
89.7	“Code of Practice”	the code of practice relating to SOAS’ obligations under Section 22 of the Education Act;
89.8	“Connected Person”	any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding

- more than 1% of the capital;
- 89.9 "Constitution" this constitution of the Union;
- 89.10 "Deputy Chair" the deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause 72
- 89.11 "Education Act" the Education Act 1994;
- 89.12 "the Executive Committee" means the Sabbatical Trustees and the elected Part-Time Officers;
- 89.13 "in writing" means written, printed or transmitted writing including by electronic communication;
- 89.14 "Members" members of the Union being Students at SOAS [as further defined in Clause [11.1] and the Sabbatical Trustees;
- 89.15 "Office" the head office of the Union;
- 89.16 "Sabbatical Trustee" a Trustee elected in accordance with Clause 32:
- 89.17 Student Trustee the Members elected to be officers and trustees of the Union while continuing their studies at The School Of Oriental and African Studies;
- 89.18 "Personal Interest" a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society);
- 89.19 "Policy" representative and campaigning policy set by Referenda or the General Meeting in accordance with Clauses 16 to 19
- 89.20 "Co-President Democracy & Education" A sabbatical trustee of the Union, as elected by the Members in accordance with the Schedules;
- 89.21 "Referendum" a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Schedules;
- 89.22 "Student" any individual who is formally registered for an approved programme of study provided by The School Of Oriental and African Studies. For the avoidance of doubt, The School Of Oriental and African Studies shall determine whether or not an individual has student status;
- 89.23 "Trustee" and "Trustees" the Sabbatical Trustees, the Student Trustees,
- 89.24 "Union" SOAS Students' Union; and
- 89.25 "SOAS" SOAS (formerly The School Of Oriental and African Studies), incorporated by Royal Charter in 1916..
90. Words importing the singular shall include the plural and vice versa.
91. 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.

*This document was last amended at a full meeting of the SU Trustees 03/06/2016*