



**(An Unincorporated Association)**

Approved by the Newman Students' Union Board of Trustees  
10<sup>th</sup> September 2024 and Ratified by the Birmingham Newman University Council  
on 25<sup>th</sup> September 2024

The Constitution of Newman Students' Union shall be reviewed every  
three years by the Newman Students' Union Board of Trustees.

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**Constitution  
of  
Newman Students' Union**

**Background**

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

**Definitions and Interpretation**

1. The meanings of any defined terms used in this Constitution are set out in Clause 113. 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**

2. There shall be a students' union in the name of Newman Students' Union (and in this Constitution it is called "the Union").

## **Objects**

3. The Union's objects are the advancement of education of Students at Birmingham Newman University for the public benefit by:
  - 3.1 promoting the interests and welfare of Students at Birmingham Newman University during their course of study and representing, supporting and advising Students;
  - 3.2 being the recognised representative channel between Students and Birmingham Newman University 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 Students.

## **Powers**

4. To further its objects, but not to further any other purpose, the Union may:
  - 4.1 provide services and facilities for Members;
  - 4.2 establish, support, promote and operate a network of student activities for Members;
  - 4.3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
  - 4.4 alone or with other organisations:
    - 4.4.1 carry out campaigning activities;
    - 4.4.2 seek to influence public opinion; and
    - 4.4.3 make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
  - 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
  - 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 4.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 4.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 4.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 4.15 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 2022);
- 4.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2022);
- 4.18 make grants or loans of money and give guarantees;
- 4.19 set aside funds for special purposes or as reserves against future expenditure;
- 4.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - 4.21.1 the investment policy is set down in writing for the financial expert by the Trustees;

- 4.21.2 every transaction is reported promptly to the Trustees;
- 4.21.3 the performance of the investment is reviewed regularly by the Trustees;
- 4.21.4 the Trustees are entitled to cancel the delegation at any time;
- 4.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;
- 4.21.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 4.21.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 4.25 trade in the course of carrying out any of its objects;
- 4.26 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.27 subject to Clause 5, employ and pay employees and professionals or other advisors;
- 4.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 4.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:

4.29.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

4.29.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or

4.29.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and

4.30 do all such other lawful things as shall further the Union's objects.

#### **Limitation on private benefits**

5. The income and property of the Union shall be applied solely towards the promotion of its objects.

5.1 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:

5.1.1 any payments made to any Member in their capacity as a beneficiary of the Union;

5.1.2 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 5.2 shall apply;

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

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

5.2 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:

5.2.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;

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

5.2.3 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 5.2.3(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 99 (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 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;

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

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

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

5.2.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 111; and

5.2.8 any payments authorised in writing by the Charity Commission.

5.3 In Clauses 5.1 and 5.2, references to the Union shall be read as references to the Union and/or any Subsidiary Company.



- 5.4 For any transaction authorised by Clause 5.1 or Clause 5.2, 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 5.1 or Clause 5.2 have been complied with.
- 5.5 Where a vacancy arises on the Board of Trustees with the result that Clause 5.2.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with Clause 5.2.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

### **Incorporation**

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

### **Dissolution**

7. If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as this Constitution imposes upon the Union. The institution or institutions which are to benefit shall be chosen by the Trustees of the Union at or before the time of winding up or dissolution.

### **Amendments to the Constitution**

8. The Trustees and Birmingham Newman University shall review this Constitution every 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 Union ceasing to be a charity.
10. Clause 3 (Objects) and Clause 5 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.
11. Save where the amendment to the Constitution is a consequential amendment due to a change in the Bye-Laws (for example, the number or heading names of Clauses), the Constitution may be amended by:

- 11.1 a resolution of the Members passed at a General Meeting by at least 66% of those present and voting; or
- 11.2 a resolution passed by a 66% majority of the Members voting in a Referendum provided that at least 10% of Members cast a vote in the Referendum provided Birmingham Newman University approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

## **Membership**

### **Members**

12. The Members of the Union shall be as follows:
  - 12.1 each and every Student who has not opted out by notifying Birmingham Newman University or the Union of their wish not to be a Member of the Union; and
  - 12.2 the Officer Trustees of the Union.
13. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:
  - 13.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with Birmingham Newman University is revoked by Birmingham Newman University;
  - 13.2 they cease to be an Officer Trustee;
  - 13.3 they opt out of membership by giving written notice to Birmingham Newman University or the Union in accordance with the Bye-Laws (this shall not apply to someone who is a Member by virtue of being an Officer Trustee); or
  - 13.4 a decision is made to remove their membership of the Union in accordance with the Union's Code of Conduct.
14. Members' details shall be entered in a register of Members.
15. Members of the Union shall be entitled to the benefits set out in the Code of Conduct.

### **Associate Members**

16. 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.

17. Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter. However, they will be subject to any code of conduct or disciplinary procedure of the Union.

### **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 Union.
19. 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**

20. A Referendum may be called on any issue by:
  - 20.1 a resolution of the Trustees;
  - 20.2 a majority vote of the Student Council; or
  - 20.3 a Secure Petition signed by at least 2% of Members, except in the case of a Referendum to pass a motion of no confidence in an Elected Officer where the Secure Petition must be signed by at least 5% Members in accordance with Clause 57.1.
21. Subject to Clauses 11.2 and 57.1, a resolution may only be passed by Referendum if at least 10% of Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
22. Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.
23. Subject to Clause 67, 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**

24. 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**

25. The Trustees may call a General Meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 1% of Members having the right to attend and vote at general meetings.

### **Location of Meetings**

26. Annual and General Meetings may be carried out at one single venue or simultaneously at an unlimited number of separate venues with a video, audio or other real-time link between all of the venues. When attendants are taking part remotely, they must all be able to securely identify themselves, hear the proceedings, communicate their questions or comments and cast their votes online. At the start of such meetings, attendants must indicate by majority vote that they are satisfied with the meeting set-up and technology.

### **Length of Notice**

27. A general meeting shall be called by at least 10 working days written notice.

### **Contents of Notice**

28. 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:
  - 28.1 ratification of minutes of previous AGM;
  - 28.2 receiving the report of the Trustees on the Union's activities since the previous AGM;
  - 28.3 receiving the accounts of the Union for the previous financial year;
  - 28.4 appointment of the auditors;
  - 28.5 approving the list of affiliations of the Union; and
  - 28.6 open questions to the Trustees by the Members.

### **Service of Notice**

29. Notice of General Meetings shall be given to every Member and to the Trustees and any patron of the Union.

### **Quorum**

30. No business shall be transacted at any General Meeting unless a quorum is present. 1% of persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.

31. 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 fifteen minutes from the time appointed for the meeting the Members present shall be a quorum.

### **Chair**

32. The Chair of Student Council or in their absence the Deputy Chair shall preside as chair of the meeting. In the absence of the Chair of Student Council and the Deputy Chair, the Members present and entitled to vote shall choose one of their number to be chair.

### **Attendance**

33. A Trustee may, even if not a Member, attend and speak at any General Meeting.

### **Adjournment**

34. 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 10 working days or more, at least 10 working 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**

35. 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.
36. Every resolution put to the vote of a General Meeting shall be decided by a simple majority of the votes cast unless this Constitution provides otherwise.

### **Trustees**

#### **Appointment of Trustees**

37. The Trustees shall be made up of the following persons:
  - 37.1 not more than 2 Officer Trustees, elected in accordance with Clause 38;
  - 37.2 not more than 2 Student Trustees, elected in accordance with Clause 43;
  - 37.3 the Union Chair, elected in accordance with Clause 47;

- 37.4 not more than 4 Lay Trustees, appointed in accordance with Clause 50;  
and
- 37.5 not more than 1 University Trustee, elected in accordance with Clause 53.

### **Officer Trustees**

38. The Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws.
39. The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.
40. Each Officer Trustee must be a Student or an Officer Trustee at the time of their election. An Officer Trustee shall become a Member of the Union on commencement of their appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.
41. The Officer Trustee shall be deemed to be "major union 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 Trustee, the Officer 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 Sabbatical Trustee shall be as set out in the Bye-Laws.

### **Student Trustees**

43. Subject to Clause 44 below, Student Trustees shall be appointed by simple majority vote of the Appointments Committee
44. Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Student Trustee).
45. Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
46. A Student Trustee may serve a maximum of two consecutive terms.

### **Union Chair Trustee**

47. The Union Chair shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws.
48. The Union Chair must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Trustee).
49. The Union Chair shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

### **Lay Trustees**

50. Lay Trustees shall be appointed by a simple majority vote of the Appointments Committee. A Lay Trustee may not be a Student (or have been a Student in the two years prior to their appointment) or a staff member of either Birmingham Newman University or the Union.
51. Unless their appointment is terminated in accordance with Clauses 56 to 58, Lay Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
52. Lay Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive. For the avoidance of doubt, time served as a Student Trustee or an Officer Trustee shall not count when calculating the maximum term of office of a Lay Trustee.

### **University Trustee**

53. University Trustees shall be appointed by a simple majority vote of the Appointments Committee. A University Trustee must be a member of Birmingham Newman University staff. Nominations for the position of University Trustee will be made by the Senior Leadership Team of Birmingham Newman University.
54. Unless their appointment is terminated in accordance with Clauses 56 to 58 Lay Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
55. Lay Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive. For the avoidance of doubt, time served as a Student Trustee or an Officer Trustee shall not count when calculating the maximum term of office of a Lay Trustee.

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

56. The office of a Trustee shall be vacated if:
  - 56.1 they become prohibited by law from being a charity trustee;

- 56.2 in the case of an Officer Trustee, they cease to be an employee of the Union;
- 56.3 in the case of a Student Trustee, they cease to be a Student;
- 56.4 in the case of a Officer Trustee or a Student Trustee, they are removed from membership of the Union in accordance with the Union's Code of Conduct;
- 56.5 they resign by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 56.6 the other Trustees reasonably believe the Trustee is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that they be removed from office;
- 56.7 they fail to attend two 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
- 56.8 they are removed from office under Clauses 57 or 58.

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

- 57. The office of a Trustee shall be vacated if:
  - 57.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 10% 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 5% of Members; or
  - 57.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote in a General Meeting. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 5% of Members.

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

- 58. A Trustee shall be removed from the board if a majority resolution 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.

#### **Rights of Removed Trustees**

- 59. A resolution to remove a Trustee in accordance with Clause 57 or 58 shall not be passed unless the Trustee concerned has been given at least 10 working days' notice in writing that the resolution is to be proposed, specifying the



circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations to the Trustees. The removal of an Officer Trustee shall only take effect once the Union has carried out any steps it is required to take under the Officer Trustee's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice. While such steps are being taken, the Officer Trustee may be suspended from their duties. Where an Officer Trustee is removed as a Trustee, their employment with the Union and their status as a Member of the Union shall also terminate (save that they may become a Member again, if they become a Student).

### **Replacement of Trustees**

60. If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.
61. If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.
62. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause 43.
63. If a University Trustee or a Lay Trustee resigns, is disqualified or removed from office, a University Trustee or a Lay Trustee (as appropriate) shall be appointed to the vacancy in accordance with Clauses 53 or 50 respectively.

### **Powers of the Trustees**

64. 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.
65. 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.
66. The Board's powers under Clause 64 shall include but not be limited to responsibility for:
  - 66.1 the governance of the Union;
  - 66.2 the budget of the Union; and
  - 66.3 the strategy of the Union.

67. 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):
- 67.1 has or may have financial implications for the Union;
  - 67.2 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);
  - 67.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
  - 67.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 64.
68. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause 85, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
69. 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:
- 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 Union 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 Union 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 forthwith to the Trustees 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, the composition and powers of which shall be set out in the Bye Laws, and
  - 73.2 Finance, Risk & HR Committee, the composition and powers of which shall be set out in the Bye Laws.

**Delegation of day-to-day management powers to Union Director**

74. In the case of delegation of the day-to-day management of the Union to the Union Director:
- 74.1 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;
  - 74.2 the Trustees shall provide the Union Director with a description of their role and the extent of his or her authority;
  - 74.3 the Union Director shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and
  - 74.4 the Trustees shall provide the Union Director with a performance management structure to aid his or her work plan and development.

## **Bank Account**

75. For the avoidance of doubt, the Trustees may (in accordance with Clauses 70 and 71) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

## **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 alone and the Student Council with approval of the Trustees shall have the power from time to time to jointly make, repeal or amend Bye Laws as to the management of the Union and its working practices provided that such Bye Laws shall not be inconsistent with this Constitution. In the event of any such inconsistency, the Constitution shall prevail.

## **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 Union Director 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 5 working 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 half plus 1 of all existing Trustees and such quorum must include at least one Officer Trustee and One Lay 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 four Trustees of any category.

### **Co-Chairs of the Board**

86. The President shall be a Co-Chair of the Trustees.
87. The Trustees shall appoint a Lay Trustee to be the second Co-Chair of the Trustees and may at any time remove them from office, as set out in Clauses 58/59. The lay Co-Chair will assume line management responsibilities of the Union Director.
88. In the absence of the Co-Chairs, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

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

89. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President 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 agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

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

91. The Trustees may take a majority 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, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
92. A Trustees' resolution which is made in accordance with Clause 90 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:
  - 92.1 approval from each Trustee must be received by one person being either such person as all the Trustees shall have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may for the avoidance of doubt, be one of the Trustees;
  - 92.2 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;
  - 92.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
  - 92.4 the Recipient prepares a minute of the decision in accordance with Clause 103.

### **Conflicts of Interest**

93. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 97. and a Trustee has a Personal Interest in respect of that matter then that Trustee 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. A record shall be kept of the decision.

95. In particular, Clause 96 shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.

### **Student Council**

96. The Student Council shall have the authority to:
- 96.1 represent the voice of the Students;
  - 96.2 subject to Clause 67, set the Policy of the Union and refer Policy to Referenda of the Members or to the Members in a general meeting (in accordance with the Bye-Laws);
  - 96.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Clause 77;
  - 96.4 receive a monthly report from the Officer Trustees;
  - 96.5 receive a monthly report from the Voice & Support Committee and the Community & Wellbeing Committee.
97. 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.
98. The Student Council shall have two sub committees:
- 98.1 The Voice & Support Committee
  - 98.2 The Community & Wellbeing Committee
99. The Sub-Committees of Student Council shall include the Officer Trustees and any others as detailed in the Bye Laws
100. The Sub-Committees of Student Council shall meet in accordance with the Bye-Laws. The duties shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.
101. The Union Director and the Union's staff team may attend meetings of the Sub-Committees of Council at the request of the chair of the sub-committee.

## **General**

### **Irregularities**

102. 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**

103. The Trustees shall keep minutes of:
- 103.1 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
- 103.2 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.
104. The minutes of the meetings referred to in Clause 105 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. Copies of the minutes shall also be kept in the Union's offices.

### **Accounts and Reports**

105. The Trustees shall comply with the requirements of the Education Act and the Charities Act 2022 as to keeping financial records, the audit or examinations of accounts.
106. 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 105.

### **Notices**

107. Subject to Clause 109, 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.
108. The Union may give any notice to a Member either:
- 108.1 personally;



- 108.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;
  - 108.3 by leaving it at the address of the Member;
  - 108.4 by electronic communication to the Member's address; or
  - 108.5 by posting it on the Union's website.
109. 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.
110. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union's website at the expiration of 48 hours after it was posted.

**Indemnity**

111. 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 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 Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

**Trustees' Indemnity Insurance**

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

**Definitions and Interpretations**

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

<b>Term</b>	<b>Meaning</b>
113.1 "Academic Year"	the period between 1 <sup>st</sup> August in one Year to 31 <sup>st</sup> July in the next Year determined by the Union as the period during which Students are required to be registered

		with Birmingham Newman University Each Academic Year is for the time being divided into two semesters;
113.2	“Appointments Committee”	the committee referred to in Clause 70 set up in accordance with the Bye-Laws;
113.3	“Board of Trustees” or “Board”	the board of Trustees of the Union;
113.4	“Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause 80;
113.5	“Chair”	the chair of the Board of Trustees, who shall be the President of the Union or the nominated Lay Trustee Co-Chair in accordance with Clauses 89/90;
113.6	“Union Director”	the Union Director is the Senior Staff member of the union who is appointed by the Board of Trustees;
113.7	“Code of Practice”	the code of practice relating to Birmingham Newman University’s obligations under Section 22 of the Education Act;
113.8	“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;
113.9	“Constitution”	this constitution of the Union;
113.10	“Education Act”	the Education Act 1994;

113.11	“Elected Officers”	the Officer Trustees and the Part-Time Officers;
113.12	“Lay Trustee”	a Trustee appointed in accordance with Clause 50 who for the avoidance of doubt shall not be deemed to be either a major union office holder or Officer Trustee office holder for the purposes of section 22 of the Education Act;
113.13	“in writing”	means written, printed or transmitted writing including by electronic communication;
113.14	“Members”	members of the Union as further defined in Clause 12;
113.15	“NUS”	National Union of Students;
113.16	“Office”	the head office of the Union;
113.17	“Officer Trustee”	a Trustee elected in accordance with Clause 38;
113.18	“Part-Time Officers”	the Members elected to be officers of the Union while continuing their studies at Birmingham Newman University;
113.19	“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);
113.20	“Policy”	representative and campaigning policy set by Referenda or the Student Council in accordance with Clauses 23 and Clause [96.2] respectively or by the Members in general meeting;
113.21	“President”	the president of the Union, as elected by the Members in accordance with the Bye-Laws;
113.22	“Quorum”	the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid.

113.23	“RAG”	the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;
113.24	“Referendum”	a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;
113.25	“Secure Petition”	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
113.26	“Student”	any individual who is formally registered for an approved programme of study provided by Birmingham Newman University. For the avoidance of doubt, Birmingham Newman University shall determine whether or not an individual has student status;
113.27	“Student Council”	the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Union;
113.28	“Student Trustee”	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 union office holder;
113.29	“Subsidiary Company”	any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;]
113.30	“Trustee” and “Trustees”	[the Sabbatical Trustees, the Student Trustees, the Alumni Trustees and the External Trustees];
113.31	“Union”	the charity governed by this Constitution, being Newman Students’ Union (registered charity number 1143073;

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|--------|--------------------------------|--|
| 113.32 | “University Trustee”           | a Trustee, who is a member of Birmingham Newman University staff, appointed in accordance with Clause 53 who for the avoidance of doubt shall not be deemed to be either a major union office holder or Officer Trustee office holder for the purposes of section 22 of the Education Act; |
| 113.33 | “Birmingham Newman University” | Birmingham Newman University   |

114. Words importing the singular shall include the plural and vice versa.
115. 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.