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**CONSTITUTION**  
**of**  
**GOLDSMITHS STUDENTS' UNION**

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Registered charity number: 1194727

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## **CONSTITUTION of GOLDSMITHS STUDENTS' UNION**

### **BACKGROUND**

- (A) The Union is the incorporated successor of the unincorporated association known as "Goldsmiths Students' Union", now established as a Charitable Incorporated Organisation of the same name.
- (B) The Union is a students' union within the meaning of the Education Act 1994. It is a democratic institution, devoted to the educational interests and welfare of its Members.
- (C) This constitution has been structured to give the Trustees reasonable authority to manage the affairs of the Union in a professional manner to ensure that the Union complies with charity law and other legal requirements. Members enjoy the right to elect the majority of the Trustees and to dismiss all the Trustees. The Student Forum is responsible for the political and campaigning side of the Union's activities subject to the powers of the Trustees within the constitution.
- (D) When acting to further its powers and in accordance with its objects, the Union shall not discriminate on the grounds of age, gender, race, colour, parental status, class, religion or belief, ethnic or national origins, creed, sexuality, nationality, size, socio-economic background, disability or medical condition, except that positive action may be taken to aid any disadvantaged section of society.
- (E) The Union shall not affiliate to any political party or religious organisation.

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**CONSTITUTION OF A CHARITABLE INCORPORATED  
ORGANISATION WITH VOTING MEMBERS  
OTHER THAN ITS CHARITY TRUSTEES**

**(‘Association’ Model Constitution)**

**1 Name**

The name of the Charitable Incorporated Organisation (the **CIO**) is Goldsmiths Students’ Union. The CIO is a students’ union for the purposes of the Education Act 1994 and is referred to as the **Union** within this document.

**2 National location of principal office**

The Union must have a principal office in England or Wales. The principal office of the Union is in England.

**3 Objects**

The objects of the Union are the advancement of education of Students at Goldsmiths’ College for the public benefit by:

- 3.1 providing opportunities for the expression of Student opinion and actively representing the interest of Students;
- 3.2 acting as a channel of communication in dealing with Goldsmiths’ College and other external bodies;
- 3.3 promoting the welfare of Students at Goldsmiths’ College;
- 3.4 facilitating the social, recreational, cultural, sporting and educational interests of its Membership, through providing services and support for its Members; and
- 3.5 working with other students’ unions and affiliated bodies.

**4 Powers**

The Union has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO’s powers include, but are not limited to, the power to:

- 4.1 provide services and facilities (including licensed facilities) for Members;
- 4.2 establish, support, promote and operate a network of student activities for Members;
- 4.3 alone or with other organisations:
  - 4.3.1 carry out campaigning activities;

4.3.2 seek to influence public opinion; and/or

4.3.3 make representations to and seek to influence governmental and other bodies and institutions;

in relation to the development, reform and implementation of appropriate policies, legislation or otherwise, provided that all such activities are conducted on the basis of well-founded, reasoned argument and shall be confined to those which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act 1994 and any guidance published by the Charity Commission (the **Commission**);

4.4 write, make, commission, print, publish or distribute materials, or assist in these activities;

4.5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

4.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;

4.7 provide or appoint others to provide guidance, representation and advocacy;

4.8 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;

4.9 raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable trading activities in raising funds;

4.10 trade in the course of carrying out any of its objects;

4.11 incorporate wholly owned subsidiary companies to carry on any taxable trade;

4.12 become a member, affiliate or associate of other charities and bodies;

4.13 subject to such consent as may from time to time be required by law, set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies);

4.14 undertake and execute any charitable trusts which may lawfully be undertaken by it;

4.15 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;

4.16 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:

4.16.1 the investment policy is set down in writing for the financial expert by the charity trustees;

4.16.2 every transaction is reported promptly to the charity trustees;

- 4.16.3 the performance of the investment is reviewed regularly by the charity trustees;
  - 4.16.4 the charity trustees are entitled to cancel the delegation at any time;
  - 4.16.5 the investment policy and the delegation arrangements are reviewed at least once a year;
  - 4.16.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the charity trustees on receipt; and
  - 4.16.7 the financial expert may not do anything outside the powers of the charity trustees;
- 4.17 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Union must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.18 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.19 sell, lease or otherwise dispose of all or any part of the property belonging to the Union. In exercising this power, the Union must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.20 employ and remunerate such staff as are necessary for carrying out the work of the Union. The Union may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 4.21 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Union to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and
- as, set out above, to do all such other lawful things as shall further the Union's objects or is conducive or incidental to doing so.

## **5 Application of income and property**

- 5.1 The income and property of the Union must be applied solely towards the promotion of the objects.
- 5.1.1 A charity trustee is entitled to be reimbursed from the property of the Union or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Union.
  - 5.1.2 A charity trustee or any other officer of the Union may benefit from trustee indemnity insurance cover purchased at the Union's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a charity trustee, the second and third references to "charity trustees" in the said section 189 shall be treated as references to officers of the **Union**).

## 5.2 **Permitted benefits to members**

None of the income or 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 does 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 (including services provided by the Member under a contract of employment with the Union), provided that if such Member is a charity trustee, clauses 6.2 and 6.3 apply;
- 5.2.3 interest at a reasonable and proper rate on money lent by any Member to the Union; and
- 5.2.4 any payments to a Member who is also a charity trustee which are permitted under clauses 6.2 and 6.3.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## 6 **Benefits and payments to charity trustees and connected persons**

### 6.1 **General provisions**

No charity trustee or connected person may:

- 6.1.1 buy or receive any goods or services from the Union on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the Union;
- 6.1.3 be employed by, or receive any remuneration from, the Union;
- 6.1.4 receive any other financial benefit from the Union;

unless the payment or benefit is permitted by sub-clause 6.2, or authorised by the court or the prior written consent of the Commission has been obtained. In this clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

### 6.2 **Scope and powers permitting trustees' or connected persons' benefits**

- 6.2.1 A charity trustee or connected person may receive a benefit from the Union as a beneficiary of the Union.
- 6.2.2 A Sabbatical Trustee or connected person may be paid reasonable and proper remuneration by the Union for the supply of services, or of goods that are supplied in connection with the provision of services, to the Union provided that:

- (a) for the avoidance, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees or connected persons under contracts of employment with the Union;
- (b) subject to clause 6.2.2(a), the authorisation under this provision shall not extend to the service of acting as a charity trustee;
- (c) the amount or maximum amount of remuneration is set out in an agreement in writing between the Union and the Sabbatical Trustee or connected person providing the services (which for the avoidance of doubt may be a contract of employment);
- (d) before entering into the agreement described at clause 6.2.2(c) the charity trustees are satisfied that it would be in the best interests of the Union for the services to be provided by the Sabbatical Trustee or the connected person for the amount of maximum amount set out in that agreement;
- (e) if the person being remunerated is a charity trustee, the procedure described in clause 20 (conflicts of interest and conflicts of loyalty) must be followed in considering the appointment of the charity trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
- (f) if the person being remunerated is a connected person, the procedure described in clause 20 (conflicts of interest and conflicts of loyalty) must be followed by the relevant charity trustee in relation to any decisions regarding such connected persons;
- (g) subject to clause 6.2.3, this provision may not apply to more than half of the charity trustees in any financial year (and for these purposes such provision shall be treated as applying to a charity trustee if it applies to a person who is a connected person in relation to that charity trustee); and
- (h) at all times the provisions of the Education Act 1994 are complied with.

6.2.3 Where a vacancy arises on the board of charity trustees with the result that clause 6.2.2 applies to more than half of the charity trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any connected persons receiving remuneration in accordance with clause 6.2.2 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

6.2.4 Subject to sub-clause 6.3 a charity trustee or connected person may provide the Union with goods that are not supplied in connection with services provided to the Union by the charity trustee or connected person.

6.2.5 A charity trustee or connected person may receive interest on money lent to the Union at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.2.6 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Union. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned

must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.2.7 A charity trustee or connected person may take part in the normal trading and fundraising activities of the Union on the same terms as members of the public.

6.2.8 The Union may pay reasonable and proper premiums of insurance in respect of indemnity insurance effected in accordance with clause 5.1.2 (and in the case of a subsidiary company, a charity trustee or connected person may receive payment under an indemnity in accordance with the constitution of the relevant subsidiary company).

### 6.3 ***Payment for supply of goods only - controls***

The Union and its charity trustees may only rely upon the authority provided by sub-clause 6.2.4 if each of the following conditions is satisfied:

6.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between the Union and the charity trustee or connected person supplying the goods (the **supplier**).

6.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

6.3.3 The other charity trustees are satisfied that it is in the best interests of the Union to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

6.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the Union.

6.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

6.3.6 The reason for their decision is recorded by the charity trustees in the minute book.

6.3.7 A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

### 6.4 ***In sub-clauses 6.2 and 6.3:***

6.4.1 the **Union** includes any company (referred to as a **subsidiary company** in this constitution) in which the Union:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company;

6.4.2 **connected person** includes any person within the definition set out in clause 34 (Interpretation).

## **7 Liability of Members to contribute to the assets of the Union if it is wound up**

If the Union is wound up, the Members of the Union have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **8 Membership of the Union**

8.1 The first Members of the Union shall be the first charity trustees (as set out in clause 12.9) until and including the Effective Date. Thereafter, the Members of the Union shall be:

8.1.1 each and every Student who has not opted out by notifying Goldsmiths' College of their wish not to be a Member of the Union; and

8.1.2 the Sabbatical Trustees of the Union.

### **8.2 *Transfer of Membership***

Membership of the Union cannot be transferred to anyone else.

### **8.3 *Duty of Members***

It is the duty of each Member of the Union to exercise their powers as a Member of the Union in the way they decide in good faith would be most likely to further the purposes of the Union.

### **8.4 *Termination of Membership***

8.4.1 Membership of the Union comes to an end if:

- (a) the Member dies; or
- (b) the Member ceases to be a Student; or
- (c) the Member opts out of Membership by giving written notice to Goldsmiths' College in accordance with the Bye-Laws; or
- (d) the Member ceases to be a Sabbatical Trustee; or
- (e) other than in the case of a Sabbatical Trustee, the charity trustees decide that it is in the best interests of the Union that the Member in question should be removed from Membership, and pass a resolution to that effect.

8.4.2 Before the charity trustees take any decision to remove someone from Membership of the Union they must:

- (a) inform the Member of the reasons why it is proposed to remove them from Membership;

- (b) give the Member at least 21 clear days' notice in which to make representations to the charity trustees as to why they should not be removed from Membership;
- (c) at a duly constituted meeting of the charity trustees, consider whether or not the Member should be removed from Membership;
- (d) consider at that meeting any representations (which may be made in writing) as to why the Member should not be removed; and
- (e) allow the Member, or the Member's representative, to make those representations in person at that meeting, if the Member so chooses.

## 8.5 **Code of Conduct**

8.5.1 The charity trustees 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.

8.5.2 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 some of the rights and privileges of Membership, including the holding of office.

## 8.6 **Life members**

Former Members of the Union may become life members of the Union. The charity trustees shall determine the form of application for life membership from time to time and life membership shall be subject to such rights and obligations as the charity trustees consider appropriate. Life members shall be non-voting members and will not be Members of the Union in accordance with other references in this constitution to 'Members' or 'Membership'.

## 8.7 **Associate members**

8.7.1 The charity trustees may admit and remove associate members. The charity trustees shall determine the form of application for associate membership from time to time and the following persons may be admitted as associate members as the charity trustees think fit:

- (a) Union employees;
- (b) Goldsmiths' College employees;
- (c) alumni of Goldsmiths' College;
- (d) past Members of the Union; and
- (e) such persons as the charity trustees consider to be friends of the Union.

8.7.2 Associate members shall be non-voting members and will not be Members of the Union in accordance with other references in this constitution to 'Members' or 'Membership'.

## 8.8 ***Reciprocal members***

The charity trustees may grant reciprocal membership to such members of other students' unions as the charity trustees think fit. Reciprocal members shall be non-voting members and will not be Members of the Union in accordance with other references in this constitution to 'Members' or 'Membership'.

## 8.9 ***Honorary life members***

8.9.1 The Student Forum may elect and remove honorary life members of the Union in accordance with the Bye-Laws. These honorary life members shall be such persons as the Student Forum consider to be fit.

8.9.2 An application for honorary life membership shall be made in the form to be determined by the Student Forum from time to time and honorary life membership shall be subject to such rights and obligations as the Student Forum consider appropriate.

8.9.3 Honorary life members shall be non-voting members and will not be Members of the Union in accordance with other references in this constitution to 'Members' or 'Membership'.

## 9 **Members' decisions**

### 9.1 ***General provisions***

Except for those decisions that must be taken in a particular way as indicated in sub-clause 9.5, decisions of the Members of the Union may be taken either by vote at a general meeting as provided in sub-clause 9.2 or by written resolution as provided in sub-clause 9.3.

### 9.2 ***Taking ordinary decisions by vote***

Subject to sub-clause 9.5 of this clause, any decision of the Members of the Union may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot if applicable, and proxy votes).

### 9.3 ***Taking ordinary decisions by written resolution without a general meeting***

9.3.1 Subject to sub-clause 9.5, a resolution in writing agreed by a simple majority of all the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the Members eligible to vote; and
- (b) a simple majority of Members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the Circulation Date. The document signifying a Member's agreement must be authenticated by their signature,

by a statement of their identity accompanying the document, or in such other manner as the Union has specified.

9.3.2 The resolution in writing may comprise several copies to which one or more Members has signified their agreement.

9.3.3 Eligibility to vote on the resolution is limited to Members who are Members of the Union on the date when the proposal is first circulated in accordance with paragraph 9.3.1 above.

#### 9.4 ***Amendments to resolutions***

9.4.1 A resolution to be proposed at a general meeting may be amended by resolution, if:

- (a) The chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

9.4.2 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

#### 9.5 ***Decisions that must be taken in a particular way***

9.5.1 Any decision to amend this constitution must be taken in accordance with clause 32 of this constitution (Amendment of Constitution).

9.5.2 Any decision to wind up or dissolve the Union must be taken in accordance with clause 33 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Union to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### 10 **General meetings of Members**

#### 10.1 ***Types of general meeting***

10.1.1 There must be an annual general meeting (**AGM**) of the Members of the Union. The first AGM must be held within 18 months of the registration of the Union, and subsequent AGMs must be held at intervals of not more than 15 months.

10.1.2 The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

10.1.3 Other general meetings of the Members of the Union may be held at any time.

10.1.4 All general meetings must be held in accordance with the following provisions.

## 10.2 **Calling general meetings**

10.2.1 The charity trustees:

- (a) must call the annual general meeting of the Members of the Union in accordance with sub-clause 10.1, and identify it as such in the notice of the meeting; and
- (b) may call any other general meeting of the Members at any time.

10.2.2 The charity trustees must, within 21 days, call a general meeting of the Members of the Union if they receive a request from:

- (a) at least 5% of the Members of the Union; or
- (b) the Student Forum, provided that such request has been approved by a two-thirds majority decision of the Student Forum

and the request states the general nature of the business to be dealt with at the meeting, and is authenticated by those making the request.

10.2.3 If, at the time of any such request, there has not been any general meeting of the Members of the Union for more than 12 months, then sub-clause 10.2.2(a) shall have effect as if 2% were substituted for 5%.

10.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

10.2.5 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

10.2.6 Any general meeting called by the charity trustees at the request of the Members of the Union must be held within 28 days from the date on which it is called.

10.2.7 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its Members, then the Members who requested the meeting may themselves call a general meeting.

10.2.8 A general meeting called in this way must be held not more than 3 months after the date when the Members first requested the meeting.

10.2.9 The Union must reimburse any reasonable expenses incurred by the Members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Union shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

## 10.3 **Notice of general meetings**

10.3.1 The charity trustees, or, as the case may be, the relevant Members of the Union, must give at least 14 clear days' notice of any general meeting to all of the Members, and to any charity trustee of the Union who is not a Member.

10.3.2 If it is agreed by not less than 90% of all Members of the Union, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 10.3.1 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

10.3.3 The notice of any general meeting must:

- (a) state the time and date of the meeting;
- (b) give the address at which the meeting is to take place;
- (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) if a proposal to alter the constitution of the Union is to be considered at the meeting, include the text of the proposed alteration;
- (e) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 26 (Use of electronic communication), details of where the information may be found on the Union's website.

10.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

10.3.5 The proceedings of a meeting shall not be invalidated because a Member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Union.

#### 10.4 ***Chairing of general meetings***

10.4.1 The Student Forum Chair or in their absence the President shall preside as chair of every general meeting.

10.4.2 If neither the Student Forum Chair nor the President is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the charity trustees present shall elect one of the Sabbatical Trustees to be chair and, if there is only one Sabbatical Trustee present and willing to act, they shall be chair.

10.4.3 If no Sabbatical Trustee is willing to act as chair, or if no Sabbatical Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.

#### 10.5 ***Attendance and speaking at general meetings***

- 10.5.1 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 10.5.2 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 10.5.3 The charity trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it (including, but not limited to, attending by means of video conference or any other suitable electronic means).
- 10.5.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 10.5.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

10.6 ***Attendance at a general meeting by non-members***

A charity trustee and any non-voting member including the Patron may, even if not a Member, attend and speak at any general meeting.

10.7 ***Quorum at general meetings***

- 10.7.1 No business may be transacted at any general meeting of the Members of the Union unless a quorum is present when the meeting starts.
- 10.7.2 Subject to the following provisions, the quorum for general meetings shall be:
- (a) 3% of the total Membership; or
  - (b) 50 Members entitled to vote on the business to be transacted, whichever is greater.
- 10.7.3 If the meeting has been called by or at the request of the Members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 10.7.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume

must be notified to the Union's Members at least seven clear days before the date on which it will resume.

10.7.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the Member or Members present at the meeting constitute a quorum.

10.7.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the Members, the meeting must be adjourned.

## 10.8 ***Voting at general meetings***

10.8.1 No Member may vote on any matter in which they are personally interested (whether financially or otherwise), or debate on such a matter without the permission of the majority of the Members present in person at the meeting. This permission will be given or withheld without discussion. The procedures for voting at general meetings (including the AGM) shall be further set out in the Bye-Laws of the Union, as amended from time to time.

10.8.2 Any decision other than one falling within clause 9.5 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes if applicable). Every Member has one vote.

## 10.9 ***Postal and Email Voting***

10.9.1 The Union may, if the charity trustees so decide, allow the Members to vote by post or electronic mail (**email**) to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the Members.

10.9.2 The charity trustees must appoint at least two persons independent of the Union to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

10.9.3 If postal and/or email voting is to be allowed on a matter, the Union must send to members of the Union not less than 14 days before the deadline for receipt of votes cast in this way:

(a) a notice by email, if the Member has agreed to receive notices in this way under clause 26 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Union, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(b) a notice by post to all other Members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

- 10.9.4 The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for Goldsmiths Students' Union', at the Union's principal office or such other postal address as is specified in the voting procedure.
- 10.9.5 The voting procedure for votes cast by email must require the Member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 10.9.6 Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- 10.9.7 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 10.9.8 The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A Member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A Member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 10.9.9 For postal votes, the scrutineers must retain the internal envelopes (with the Member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the Member's name. In each case, a scrutineer must record on this evidence of the Member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 10.9.10 Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 10.9.11 The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 10.9.12 Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 10.9.13 Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons

independent of the Union. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to Electoral Reform Services.

#### 10.10 **Proxy voting**

- 10.10.1 Any Member of the Union may appoint another person as a proxy to exercise all or any of that Member's rights to attend, speak and vote at a general meeting of the Union. Proxies must be appointed by a notice in writing (a **proxy notice**) which:
- (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Union may determine; and
  - (d) is delivered to the Union in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- 10.10.2 The Union may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 10.10.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 10.10.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 10.10.5 A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Union by or on behalf of that Member.
- 10.10.6 An appointment under a proxy notice may be revoked by delivering to the Union a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 10.10.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 10.10.8 If a proxy notice is not signed or authenticated by the Member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member's behalf had authority to do so.

#### 10.11 **Adjournment of meetings**

- 10.11.1 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 to another time and/or place.
- 10.11.2 No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **11 Patron**

- 11.1 The Student Forum may by a resolution of those present and voting appoint and remove any person as a patron of the Union and on such terms as it shall think fit, subject to ratification by the charity trustees at the first meeting of the charity trustees following such appointment or removal.
- 11.2 A patron shall have the right to be given notice of, to attend and speak at the AGM of the Union and shall also have the right to receive accounts of the Union when available to Members. For the avoidance of doubt, the patron (if any) will not have voting rights of Members and will not be a Member of the Union.

## **12 Charity trustees**

### **12.1 *Functions and duties of charity trustees***

The charity trustees shall manage the affairs of the Union and may for that purpose exercise all the powers of the Union. It is the duty of each charity trustee:

- 12.1.1 to exercise their powers and to perform their functions as a trustee of the Union in the way they decide in good faith would be most likely to further the purposes of the Union; and
- 12.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (a) any special knowledge or experience that they have or hold themselves out as having; and
  - (b) if they act as a charity trustee of the Union in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- 12.2 The charity trustees shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act 1994, this constitution and the Bye-laws) may exercise all the powers of the Union. No alteration of this constitution or the Bye-Laws shall invalidate any prior act of the charity trustees which would have been valid if that alteration had not been made. A meeting of the charity trustees at which a quorum is present may exercise all powers exercisable by the charity trustees.
- 12.3 The charity trustees' powers under clause 12.1 shall include but not be limited to responsibility for:

- 12.3.1 the governance of the Union;
  - 12.3.2 the budget of the Union; and
  - 12.3.3 setting the strategy and direction of the Union.
- 12.4 The charity trustees may override any decision and Policy made by the Members in general meeting or at an AGM by Referendum or by the Student Forum which the charity trustees consider (in their absolute discretion):
- 12.4.1 has or may have financial implications for the Union;
  - 12.4.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirement (including ultra vires);
  - 12.4.3 is not or may not be in the best interests of the Union or all or any of its charitable objects;
  - 12.4.4 has reputational implications to the Union; or
  - 12.4.5 will or may otherwise affect the discharge of any or all of the responsibilities referred to in clause 12.3.
- 12.5 The charity trustees shall provide the Student Forum with a regular update of its meetings and decisions (and at least four such updates a year) either orally or in writing.
- 12.6 The charity trustees shall recognise such clubs and societies of Goldsmiths' College as meet the requirements and rules outlined in the Bye-Laws and as do not contravene the Union's charitable objects.
- 12.7 ***Eligibility for trusteeship***
- 12.7.1 Every charity trustee must be a natural person.
  - 12.7.2 No one may be appointed as a charity trustee:
    - (a) if they are under the age of 16 years; or
    - (b) if they would automatically cease to hold office under the provisions of clause 14.1.8.
  - 12.7.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.
  - 12.7.4 At least one of the trustees of the Union must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- 12.8 ***Number of charity trustees***
- 12.8.1 There shall be:

- (a) not more than four Sabbatical Trustees, appointed in accordance with clause 13.1;
- (b) not more than four Student Trustees, appointed in accordance with clause 13.2; and
- (c) not more than four Co-opted Trustees, appointed in accordance with clause 13.3.

12.8.2 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

12.8.3 The maximum number of charity trustees that can be appointed is as provided in sub-clause 12.3.1. No trustee appointment may be made in excess of these provisions.

## 12.9 ***First charity trustees***

12.9.1 The first charity trustees of the Union until and including the Effective Date are:

Stephen Norton

Pradeep Thatai

Emily Collinsbeare

Eireann Attridge

12.9.2 On the day immediately following the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the Academic Year 2021/22 shall be the charity trustees of the Union and shall be deemed to be the Union's Sabbatical Trustees, Student Trustees and Co-opted Trustees as appropriate. Thereafter, the charity trustees shall be made up of individuals elected in accordance with clause 13.

## 13 **Appointment of charity trustees**

### 13.1 ***Sabbatical Trustees***

13.1.1 Four Sabbatical Trustees shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Bye-Laws and shall remain in office for a term of usually twelve months, as specified in 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 year-end. At the same time as commencing the term of office as trustee the Sabbatical Trustee will enter into a contract of employment for the same period for which they are elected as a Sabbatical Trustee.

13.1.2 One Sabbatical Trustee shall be elected to the post of President. The remaining Sabbatical Trustees shall be elected to such full-time posts as are specified in the Bye-Laws of the Union from time to time.

- 13.1.3 Subject to the transitional changes in the term of office as set out in clause 13.1.1:
- (a) Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the Members of the Union at an election to be held in accordance with the Bye-Laws; and
  - (b) the maximum total term that a Sabbatical Trustee may serve is twenty four months.
- 13.1.4 Each Sabbatical Trustee must be a Member of the Union at the time of their election.
- 13.1.5 A Sabbatical Trustee shall become a Member of the Union for a term of one year on the commencement of their appointment or re-appointment as Sabbatical Trustee.
- 13.1.6 The duties and payment of each Sabbatical Trustee shall be as set out in the Bye-Laws (as amended from time to time).
- 13.1.7 The Sabbatical Trustees shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act 1994.

## 13.2 ***Student Trustees***

- 13.2.1 Four Student Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws and shall remain in office for a term of usually twelve months as specified in 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 year-end.
- 13.2.2 Student Trustees may be re-elected for a further non-renewable terms of usually one year. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. The maximum total term that a Student Trustee may serve is eight years.

## 13.3 ***Co-opted Trustees***

- 13.3.1 The charity trustees shall co-opt by a simple majority of those present and voting up to four such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees. Unless their appointment is terminated in accordance with clause 14.3, Co-opted Trustees shall remain in office for terms of up to four years calculated from the date of appointment. For the avoidance of doubt, time served by any Co-opted Trustee in that capacity in the Unincorporated Charity shall count towards their first term of office in the Union (but any time served as a first trustee of the Union shall be disregarded).
- 13.3.2 At the end of their term of office Co-opted Trustees shall be eligible for reappointment by a simple majority of those charity trustees present and voting for further terms of up to four years, but shall not be eligible for reappointment once they have served a maximum aggregate term of eight years.

- 13.3.3 In exercising their powers under clause 13.3 the charity trustees shall have regard to recommendations made by an Appointments Committee constituted under the Bye-Laws.

#### 13.4 **Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- 13.4.1 a copy of this constitution and any amendments made to it; and
- 13.4.2 a copy of the Union's latest trustees' annual report and statement of accounts.

### 14 **Retirement and removal of charity trustees**

#### 14.1 A charity trustee ceases to hold office if they:

- 14.1.1 retires by notifying the Union in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- 14.1.2 is absent without the permission of the charity trustees from two consecutive meetings and the trustees resolve that their office be vacated;
- 14.1.3 dies;
- 14.1.4 in the written opinion, given to the Union, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- 14.1.5 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 14.1.6 is removed from office in accordance with the rest of this clause 14;
- 14.1.7 ceases to be a Student; or
- 14.1.8 is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

#### 14.2 **Removal of Sabbatical Trustees**

- 14.2.1 The office of a Sabbatical Trustee shall be vacated if:
  - (a) a secure petition for a motion of no confidence in the Sabbatical Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by Referendum in accordance with the Bye-Laws requiring a simple two-thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Sabbatical Trustee from office; or

- (b) they are removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a charity trustee or as a Sabbatical Trustee, in accordance with the Bye-Laws. For the avoidance of doubt, Co-opted Trustees and the charity trustee concerned shall not vote on this resolution. The quorum shall be five made up of Sabbatical Trustees and Student Trustees and the quorum in clause 19.3.1 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote they may have, provided that the Trustee Chair was entitled to a first vote on the matter.
- (c) Subject to clause 15, a Sabbatical Trustee removed under clause 14.2.1 shall be removed both from their remunerated sabbatical position within the Union and as a Sabbatical Trustee of the Union.

### 14.3 **Removal of Co-opted Trustees**

14.3.1 The office of Co-opted Trustee shall be vacated if:

- (a) a secure petition for a motion of no confidence in the Co-opted Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Bye-Laws, requiring a simple two thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Co-opted Trustee from Office; or
- (b) they are removed by a resolution of those charity trustees present and voting for failing to act in the best interests of the Union in accordance with the Bye-Laws. Such a resolution will be passed by a simple majority of the charity trustees. The Co-opted Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote they may have.

### 14.4 **Removal of Student Trustees**

14.5 The office of a Student Trustee shall be vacated if:

14.5.1 A secure petition for a motion of no confidence in the Student Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by a referendum in accordance with the Bye-Laws requiring a simple two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Student Trustee from office; or

14.5.2 They are removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a charity trustee or as a Student Trustee, in accordance with the Bye-Laws. For the avoidance of doubt, Co-opted Trustees and the charity trustee concerned shall not vote on this resolution. The quorum shall be five made up of Sabbatical Trustees and Student Trustees and the quorum in clause 19.3.1 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair

shall be entitled to a casting vote in addition to any other vote they may have, provided that the Trustee Chair was entitled to a first vote on the matter.

## **15 Rights of Removed Trustee**

- 15.1 A resolution to remove a charity trustee in accordance with clauses 14.2 – 14.4 shall not be passed unless the charity trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the other trustees.
- 15.2 A Trustee removed from office in accordance with clauses 14.2 – 14.4 only shall be entitled to appeal the decision to remove them to an Appeal Body within 14 days of the resolution. The Appeal Body shall be made up of the following persons:
- 15.2.1 one member of the Council of Goldsmiths' College;
  - 15.2.2 the Student Forum Chair; and
  - 15.2.3 one external member.
- 15.3 The members of the Appeal Body must not have been involved in the original decision to remove and its procedures will be as set out in the Bye-Laws.
- 15.4 A resolution of the Appeal Body approving or not approving the removal shall be made in accordance with the procedure set out in the Bye-Laws.
- 15.5 If such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the charity trustee was removed by the board of charity trustees. If such resolution is not passed, that charity trustee shall continue to be a charity trustee and be subject to the requirements of this constitution as if no resolution to remove the charity trustee had been passed.

## **16 Replacement of charity trustees**

- 16.1 If a Sabbatical Trustee or a Student Trustee retires, is disqualified or is removed from office at any time **prior** to the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Bye-Laws.
- 16.2 If a Student Trustee retires, is disqualified or is removed from office at any time **following** the commencement of the Academic Year, an Appointments Committee established in accordance with the Bye-Laws, may appoint any Student it considers appropriate to fill the vacancy. A Student Trustee appointed in accordance with this clause shall remain in office until the next elections are held and the newly-appointed Student Trustee takes office. If that person is not elected as a Student Trustee, they will automatically cease to be a charity trustee when the newly-elected charity trustee takes office.
- 16.3 If a Sabbatical Trustee retires, is disqualified or is removed from office at any time **following** the commencement of the Academic Year, an Appointments Committee established in accordance with the Bye-Laws may appoint any Student it considers appropriate to fill the

vacancy. For the avoidance of doubt, any individual so appointed shall be appointed as a charity trustee of the Union only. They shall not take on the wider role of Sabbatical Trustee of the Union undertaken by the former Sabbatical Trustee and shall not be paid. A charity trustee appointed in accordance with this clause shall remain in office until the next elections are held and the newly appointed Sabbatical Trustee takes office. If that person is not elected as a charity trustee, they will automatically cease to be a charity trustee when the newly-appointed Sabbatical Trustee takes office.

## **17 Taking of decisions by charity trustees**

Any decision may be taken either:

- 17.1 at a meeting of the charity trustees; or
- 17.2 by resolution, in writing or electronic form, agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
  - 17.2.1 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees;
  - 17.2.2 the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Union at its principal office or such other place as the trustees may resolve within 28 days of the Circulation Date. This includes a resolution approved in whole or in part by email. Such a resolution must be approved by email by all of the charity trustees except for any charity trustee who has signed a resolution in writing in like form or who would not have been entitled to vote upon the resolution if it had been proposed as a meeting at which they were present; and
  - 17.2.3 approval from a charity trustee by email must be sent from an email address previously notified by that charity trustee by post, fax or in person to the Chief Executive as intended for use by that charity trustee for the purpose of sending such email confirmations.

## **18 Delegation by charity trustees**

- 18.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- 18.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - 18.2.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - 18.2.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- 18.3 The meetings and proceedings of any Committee shall be governed by the provisions of the Constitution and the Bye-laws regulating the meetings and proceedings of the charity trustees (so far as the same are applicable and are not inconsistent with any regulations made by the charity trustees).

## **19 Meetings and proceedings of charity trustees**

### **19.1 *Calling meetings***

- 19.1.1 Four charity trustees may, and the Chief Executive at the request of four charity trustees shall, call a meeting of the charity trustees.
- 19.1.2 Notice of every meeting of the charity trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic communication to each charity trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be deemed invalid due to any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
- 19.1.3 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### **19.2 *Chairing of meetings***

The President shall be the Trustee Chair or such other Sabbatical Trustee appointed to this office in accordance with this constitution.

### **19.3 *Procedure at meetings***

- 19.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is six charity trustees comprising , in so far as is practicable (having regard to any vacancies on the board of trustees) a majority of Sabbatical Trustees and Student Trustees over the number of Co-opted Trustees). A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
- 19.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 19.3.3 In the case of an equality of votes, the Trustee Chair shall have a second or casting vote.

#### 19.4 **Participation in meetings by electronic means**

- 19.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
  - 19.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
  - 19.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- 19.5 The charity trustees shall invite the Chief Executive of the Union to attend and speak at meetings of the board. The Chief Executive shall not be entitled to vote or count in the quorum for any business dealt with at such meetings.
- 19.6 The charity trustees shall hold a minimum of four meetings in an Academic Year.

#### 20 **Conflicts of interest and conflicts of loyalty**

20.1 A charity trustee must:

- 20.1.1 declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Union or in any transaction or arrangement entered into by the Union which has not previously been declared; and
- 20.1.2 absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Union and any personal interest (including but not limited to any financial interest) save to the extent that they are invited expressly to contribute information.

As set out in clause 20.3, any charity trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

20.2 If a charity trustee's interest or duty cannot reasonably be regarded as giving rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled to participate in the decision making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a charity trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other charity trustees taking part in the decision making process. For the avoidance of doubt, the following transactions or arrangements shall be presumed as not reasonably likely to give rise to a conflict of interest provided all of the charity trustees have the same interest:

- 20.2.1 approval of trustee expenses policies;
- 20.2.2 payment of premiums for trustee indemnity insurance; and
- 20.2.3 receipt by a charity trustee in their capacity as beneficiary of the Union of benefits which are available generally to all beneficiaries.

- 20.3 If a charity trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, they must:
- 20.3.1 take part in the decision-making process only to such extent as in the view of the other charity trustees is necessary to inform the debate;
  - 20.3.2 not be counted in the quorum for that part of the process; and
  - 20.3.3 withdraw during the vote and have no vote on the matter.
- 20.4 Clause 20 shall apply in particular to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be remunerated as an employee by the Union.

## **21 Student Forum**

- 21.1 The Student Forum shall be made up of the Student Forum Chair, Campaign Officers and such Students as have been elected to the Student Forum in accordance with the Bye-Laws. No Member may hold more than one seat on the Student Forum at any one time. Removal of any member of the Student Forum shall be in accordance with the Bye-Laws.
- 21.2 The Chair of the Student Forum shall be elected by a secret ballot of the in accordance with the Bye-Laws and shall remain in office for a term to be specified in the Bye-Laws.
- 21.3 The Campaigns Officers shall be elected by a secret ballot of the embers in accordance with the Bye-Laws, as amended from time to time and the portfolios, duties and responsibilities of the part-time Campaigns Officers shall be as set out in the Bye-Laws.
- 21.4 The Student Forum shall have the authority to:
- 21.4.1 set the political and policy agenda of the Union and campaign on issues affecting Members, refer political policy to referenda of the Members (in accordance with the Bye-Laws) and enforce this policy as agreed by any such referenda (provided that this does not conflict with the charity trustees' powers);
  - 21.4.2 make recommendations to and scrutinise the charity trustees;
  - 21.4.3 co-ordinate forums;
  - 21.4.4 affiliate with external organisations;
  - 21.4.5 appoint honorary life members in accordance with clause 8.9;
  - 21.4.6 promote and defend the rights of Members;
  - 21.4.7 consider any business referred to the Student Forum by the charity trustees or other Union bodies;
  - 21.4.8 hold open meetings in accordance with clause 22; and
  - 21.4.9 appoint members to committees of Goldsmiths' College where this is specified in the terms of reference of Goldsmiths' College concerned.

- 21.5 The Student Forum shall meet in accordance with the Bye-Laws as amended from time to time.
- 21.6 The Student Forum shall provide the charity trustees with an update of its meetings and decisions at least four times in any Academic Year either orally or in writing.
- 21.7 The office of a Student Forum member shall be vacated if:
- 21.7.1 a secure petition for a motion of no confidence in the Student Forum member is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by a referendum in accordance with the Bye-Laws requiring a two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Student Forum member from office; or
  - 21.7.2 they are removed in accordance with the Bye-Laws.

## **22 Open Meetings**

- 22.1 The Student Forum shall call and co-ordinate Open Meetings, where requested to do so in accordance with the Bye-Laws.
- 22.2 Any matter may be discussed at an Open Meeting which may provide guidance to and scrutinise the Student Forum and the charity trustees. Those present at any Open Meeting shall count as a quorum. A written report of each Open Meeting shall be provided to the Student Forum and to the charity trustees.
- 22.3 At an Open Meeting, which has a quorum of 3% of Members, the Open Meeting may pass a resolution by simple majority to call a referendum to determine any matter. Such referendum shall be held in accordance with the referenda procedures set out in the Bye-Laws.

## **23 Referenda**

- 23.1 A Referendum can be called on any issue by:
- 23.1.1 a simple majority of the charity trustees;
  - 23.1.2 a two thirds majority of the Student Forum;
  - 23.1.3 a simple majority of Members present and voting in an Open Meeting with a quoracy of 3% of the Membership; or
  - 23.1.4 by any Member via a secure petition signed by 3% of the Membership.
- 23.2 Referenda may be called to determine the following:
- 23.2.1 in accordance with clause 14.2, to pass a motion of no confidence in a Sabbatical Trustee; in which case, a quorum of 3% of Members will be required to validate the Referendum and a majority of two thirds will be required for the motion to be approved;

- 23.2.2 in accordance with clause 14.3, to pass a motion of no confidence in a Co-Opted Trustee; in which case, a quorum of 3% of Members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
- 23.2.3 in accordance with clause 14.4, to pass a motion of no confidence in a Student Trustee; in which case, a quorum of 3% of Members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
- 23.2.4 in accordance with clauses 12.2, 21.4.1 and 22.3, to agree political and campaign policy referred to referendum by the charity trustees, Student Forum or Open Meeting; in which case, a quorum of 3% of Members will be required to validate the referendum and simple majority of those Members voting; and
- 23.2.5 in accordance with the Bye-Laws, to call a referendum on affiliations with agreement of 5% of the Membership through a secure petition.

## **24 Saving provisions**

24.1 Subject to sub-clause 24.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- 24.1.1 who was disqualified from holding office;
- 24.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 24.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

24.2 Sub-clause 24.1 does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 24.1, the resolution would have been void, or if the charity trustee has not complied with clause 20 (Conflicts of interest).

## **25 Execution of documents**

A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **26 Use of electronic communications**

### **26.1 *To the Union***

Any Member or charity trustee of the Union may communicate electronically with the Union to an address specified by the Union for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Union.

## 26.2 **By the Union**

26.2.1 Any Member or charity trustee of the Union, by providing the Union with their email address or similar, is taken to have agreed to receive communications from the Union in electronic form at that address, unless the Member has indicated to the Union their unwillingness to receive such communications in that form.

26.2.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website -

- (a) provide the Members with the notice referred to in clause 10.3 (Notice of general meetings);
- (b) give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings); and
- (c) submit any proposal to the Members or charity trustees for decision by written resolution in accordance with the Union's powers under clause 9 (Members' decisions) and clause 9.3 (Decisions taken by resolution in writing).

26.2.3 The charity trustees must:

- (a) take reasonable steps to ensure that Members and charity trustees are promptly notified of the publication of any such notice or proposal; and
- (b) send any such notice or proposal in hard copy form to any Member or charity trustee who has not consented to receive communications in electronic form.

## 27 **Keeping of Registers**

The Union must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its Members and charity trustees.

## 28 **Minutes**

The charity trustees must keep minutes of all:

28.1 appointments of officers made by the charity trustees;

28.2 proceedings at general meetings of the Union;

28.3 meetings of the charity trustees and committees of charity trustees including:

28.3.1 the names of the trustees present at the meeting;

28.3.2 the decisions made at the meetings; and

28.3.3 where appropriate the reasons for the decisions;

28.4 decisions made by the charity trustees otherwise than in meetings.

## **29 Accounting records, accounts, annual reports and returns, register maintenance**

- 29.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Union, within 10 months of the financial year end.
- 29.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Union entered on the Central Register of Charities.

## **30 Bye-Laws**

The charity trustees may from time to time make such reasonable and proper rules or Bye-Laws as they may deem necessary or expedient for the proper conduct and management of the Union, but such rules or Bye-Laws must not be inconsistent with any provision of this constitution. Copies of any such rules or Bye-Laws currently in force must be made available to any Member of the Union on request.

## **31 Disputes**

If a dispute arises between Members of the Union about the validity or propriety of anything done by the Members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **32 Amendment of constitution**

- 32.1 The Council of Goldsmiths' College shall review the constitution every five years, with effect from the date that this constitution comes into effect.
- 32.2 As provided by sections 224-227 of the Charities Act 2011:
- 32.2.1 this constitution can only be amended:
    - (a) by resolution agreed in writing by all Members of the Union; or
    - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the Members of the Union.
  - 32.2.2 Any alteration of clause 3 (Objects), clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or Members of the Union or persons connected with them, requires the prior written consent of the Charity Commission.
  - 32.2.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
  - 32.2.4 A copy of any resolution altering the constitution, together with a copy of the Union's constitution as amended, must be sent to the Commission within 15 days from the

date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

- 32.3 The prior approval of the Council of Goldsmiths' College shall be required for any amendments to the constitution.

### **33 Voluntary winding up or dissolution**

- 33.1 As provided by the Dissolution Regulations, the Union may be dissolved by resolution of its Members. Any decision by the Members to wind up or dissolve the Union can only be made:

33.1.1 at a general meeting of the Members of the Union called in accordance with clause 10 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (a) by a resolution passed by a 75% majority of those voting; or
- (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting;  
or

33.1.2 by a resolution agreed in writing by all Members of the Union.

- 33.2 Subject to the payment of all the Union's debts, if any property remains after the Union has been wound up or dissolved, it shall not be paid to or distributed among Members of the Union. It shall instead be given or transferred to Goldsmiths' College, or if Goldsmiths' College has ceased to exist some other charitable institution(s) 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 if Goldsmiths' College has ceased to exist shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

- 33.3 The Union must observe the requirements of the Dissolution Regulations in applying to the Commission for the Union to be removed from the Register of Charities, and in particular:

33.3.1 the charity trustees must send with their application to the Commission:

- (a) a copy of the resolution passed by the Members of the Union;
- (b) a declaration by the charity trustees that any debts and other liabilities of the Union have been settled or otherwise provided for in full; and
- (c) a statement by the charity trustees setting out the way in which any property of the Union has been or is to be applied prior to its dissolution in accordance with this constitution;

33.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every Member and employee of the Union, and to any charity trustee of the Union who was not privy to the application.

33.4 If the Union is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **34 Interpretation**

In this constitution:

34.1 **Academic Year** means the period between 1 August in one calendar year to 31 July in the next calendar year determined by the Union as the period during which Students are required to be registered with Goldsmiths' College. Each Academic Year is for the time being divided into three terms.

34.2 **Bye-Laws** mean the bye-laws made from time to time in accordance with clause 30.

34.3 **charity trustee** means a charity trustee of the Union.

34.4 **Chief Executive** means the Chief Executive of the Union.

34.5 **Circulation Date** means the date on which copies of a resolution in writing are sent out to the Members (or, if copies are sent to Members on different days, the first of those days).

34.6 The **Communications Provisions** means the Communications Provisions in Part 9 of the General Regulations

34.7 **connected person** means:

34.7.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

34.7.2 the spouse or civil partner of the charity trustee or of any person falling within sub-clause 34.7 above;

34.7.3 a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 34.7 or 34.7.2 above;

34.7.4 an institution which is controlled -

(a) by the charity trustee or any connected person falling within sub-clause 34.7, 34.7.2, or 34.7.3 above; or

(b) by two or more persons falling within sub-clause (a), when taken together

34.7.5 a body corporate in which -

(a) the charity trustee or any connected person falling within sub-clauses 34.7 to 34.7.3 has a substantial interest; or

(b) two or more persons falling within sub-clause (a) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

- 34.8 **Co-opted Trustee** means a charity trustee appointed in accordance with clause 13.3 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act 1994.
- 34.9 **Dissolution Regulations** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 34.10 The **Effective Date** means the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to the Union.
- 34.11 **General Regulations** means the Charitable Incorporated Organisations (General) Regulations 2012.
- 34.12 **Goldsmiths' College** means Goldsmiths' College (which is part of the University of London), as incorporated by Royal Charter since 1 January 1990.
- 34.13 **Member(s)** means the members of the Union for the purposes of the Charities Act 2011, the General Regulations and the Dissolution Regulations.
- 34.14 **Open Meeting** means a meeting called in accordance with this constitution and the Bye-Laws to discuss any single issue facing Members.
- 34.15 **Policy** means political policy set by Referenda or Student Forum in accordance with clauses 21.4.1 and 23.2.4. Political policy is only subject to the authority of the charity trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Union.
- 34.16 **President** means the Sabbatical Trustee elected to the office of President of the Union.
- 34.17 **RAG** means the raise and give society (if any) which develops Students by providing them with an opportunity to raise funds for charitable causes.
- 34.18 **Referendum** means a ballot in which all Members are entitled to cast a vote; the protocol for which is set out in the Bye-Laws and supporting guidance and strategy.
- 34.19 **Sabbatical Trustee** means a charity trustee appointed in accordance with clause 13.1, (each of whom is a "major union office holder" for the purposes of section 22 of the Education Act 1994).
- 34.20 **Student** means any individual who is formally registered for an approved programme of study provided by Goldsmiths' College. For the avoidance of doubt, Goldsmiths' College shall determine whether or not an individual has student status.
- 34.21 **Student Forum** means the student body elected by and from Students in accordance with this constitution and the Bye-Laws of the Union.
- 34.22 **Student Forum Chair** means the Chair of the Student Forum, elected in accordance with this constitution and the Bye-Laws of the Union from time to time.
- 34.23 **Student Trustee** means a charity trustee appointed in accordance with clause 13.2 who is a Student and for the avoidance of doubt shall not be deemed to be either a major union office

holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act 1994.

34.24 **Trustee Chair** means the chair of the charity trustees, being the President, or such other Sabbatical Trustee appointed to this office in accordance with this constitution.

34.25 **Unincorporated Charity** means Goldsmiths Students' Union, registered with the Charity Commission with charity number 1151581.