

# **CONSTITUTION**

*OF*

**THE FRIENDS OF CHRIST CHURCH STUDENTS' UNION ASSOCIATION**

*AS ADOPTED ON*

**THURSDAY 26<sup>TH</sup> OCTOBER 2006**

## **PART ONE**

- 1 The name of the association shall be “The Friends of Christ Church Students’ Union Association”, henceforth in this document called “the Association”.
- 2 Any reference in this constitution to “the Union” shall be a reference to the body known as “Canterbury Christ Church University College Students’ Union” or “Canterbury Christ Church University Students’ Union”, as the case may be, and shall include a reference to the same body by any previous or future name.
- 3 The Association is constituted in England under English law. The constitution of the Association is set out in two parts, but each part has equal weight and authority and for all purposes both parts of the constitution shall be taken to be a single contiguous document. Part one contains the objects and powers of the Association, conditions on the use of its property and funds, and provision for the dissolution of the Association. Part two contains the rules and procedures for the conduct of the Association’s business, including the rights and duties of its members. Any or either part of the constitution may be amended in accordance with the rules set out in part two of this constitution.
- 4 The objects of the Association shall be:
  - a. To promote and facilitate contact between former members of the Union, and to act as a channel for communication between those individuals.
  - b. To promote and facilitate contact between former members of the Union and its present members, and to act as a channel of communication between those individuals.
  - c. To maintain a record of information on former members of the Union, and to keep former members of the Union informed of Union activities.
  - d. To organise events involving current and former members of the Union.
  - e. To provide funds to the Union, but only for the purpose of promoting or facilitating participation in the Union’s activities by its present members.
- 5 The Association, and its funds and property, shall be administered and managed in accordance with this constitution. All powers of management and administration of the Association shall be vested in Officers who are appointed in accordance with this constitution, and only those Officers shall be competent to act on behalf of the Association, or to authorise others to act on behalf of the Association. The Officers shall have the following powers in order to further the objects:
  - a. To collect funds by any lawful means, including trading activity.
  - b. To buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use.
  - c. To sell, lease or otherwise dispose of all or part of the property belonging to the Association.
  - d. To co-operate with other bodies and to exchange information and advice with them.
  - e. To set aside income as a reserve against future expenditure.
  - f. To obtain and pay for such goods and services as are necessary to carry out the work of the Association.
  - g. To open and operate such bank and other accounts, as the Officers consider necessary, and to invest funds as the Officers consider necessary.
  - h. To do all other such lawful things as are necessary or expedient for the achievement of any or all of the objects.

- 6 The Officers of the Association shall take care to act only in the best interests of the Association and each Officer should therefore take swift action to declare and resolve any conflicts of interest that emerge between their duty to the Association and their interests as a private person, and must absent him or herself from any deliberation where such a conflict of interest arises or is likely to arise. An Officer shall not receive any form remuneration from the Association, except that they may receive proper and reasonable out of pocket expenses from the Association's funds.
- 7 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus, salary, or otherwise by way of profit to any member of the Association, but this does not prevent:
- a. A member from receiving proper and reasonable remuneration for such out-of-pocket expenses incurred whilst carrying out activities on behalf of the Association, provided that such expenses were authorised by the Officers.
  - b. A member from receiving proper and reasonable remuneration for any goods and services supplied to the Association.
  - c. A member from purchasing goods or services from the Association on favourable terms, or from otherwise obtaining consequential benefit from their membership.
  - c. The purchase of indemnity insurance for the Officers against any liability that by virtue of any rule of law would otherwise attach to an Officer in respect of any negligence, default breach of duty of which he or she may be guilty in relation to the Association, but excluding: fines; the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Officer; or liabilities to the Association that result from conduct that the Officer knew or ought to have known was not in the best interests of the Association.
- 8 The Association may be dissolved in accordance with the rules set out in part two of this constitution. There shall be two forms of dissolution, and no other form of dissolution shall be permissible:
- a. It shall be possible to dissolve the Association specifically in order to subsequently reform the Association as a body corporate. In this eventuality, the Officers shall make all the necessary arrangements for formal dissolution of the Association, and the transfer of all its property and funds to a successor company with similar objects, in accordance with the law.
  - b. It shall be possible to generally dissolve the Association. In this eventuality the Officers will be responsible for winding up all the affairs of the Association. The Officers must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association. The Officers must then apply the remaining property and funds by way of a single payment to the Union. In no circumstances shall funds or property of the Association be paid or distributed to its own members.
- 9 Membership of the Association shall be open to any person, and membership may only be withheld in accordance with rules set out in part two of this constitution. Each member promises to pay an annual subscription to the Association determined in accordance with part two of this constitution. The Association may confer 'honorary membership' on any person in accordance with part two of this constitution, but this will not attract a subscription or other fee, and no honorary member shall be regarded as a subscribing member for any purpose. The liability of members is unlimited.

## PART TWO

### In these rules:

“constitution”	means this document
“the Association”	means the body constituted in parts one and two of this constitution
“the Union”	means the the body known as “Canterbury Christ Church University College Students’ Union” or “Canterbury Christ Church University Students’ Union”, as the case may be, and shall include a reference to the same body by any previous or future name
“member”	means a person who has subscribed to the Association and signed the register of members
“members”	means all the persons in ordinary membership of the Association at the time being, and does not include honorary members
“honorary member”	means a person awarded membership of the Association on an honorary basis, but who does not pay a subscription
“general meeting”	means a meeting of the Association, which all its Members may attend, and may speak and vote
“designated AGM”	means an annually convened general meeting in July of each year
“ordinary resolution”	means a resolution of a general meeting carried by a simple majority
“special resolution”	means a resolution of a general meeting carried by a 75% majority
“Officers”	means those persons duly appointed to serve as Officers of the Association in accordance with this constitution
“days”	means calendar days

## 10 Membership Rules

### *General*

- a. Responsibility for receiving and approving applications for membership as an ordinary member shall be vested in the Officers.
- b. An application for membership must state the name and address of the applicant.
- c. Membership as an ordinary member is conditional upon payment of the subscription fee. The annual rate for subscription shall be set by the Officers from time to time, but may be varied by a general meeting, through ordinary resolution.
- d. An application for membership shall only be declined if the Officers believe in good faith that to subscribe the applicant as a member would be against the best interests of the Association as a whole. The Officers must inform the applicant of the reasons for such a decision.
- e. An applicant may appeal against the decision of the Officers at the next general meeting of the Association, and the decision of the meeting, by ordinary resolution, shall be final.
- f. Membership shall be withheld from any person who is a current ordinary member of the Union.

### *Termination of membership*

- g. A member may resign from membership with immediate effect by writing to the Secretary. The member shall not be entitled to any reimbursement of their subscription fee for the year.

- h. A member may otherwise only be removed from membership by special resolution of a general meeting.

*Honorary membership*

- i. A general meeting may, by ordinary resolution, bestow honorary membership on any person. A general meeting may, by ordinary resolution, withdraw honorary membership from any person.

**11 General Meeting Rules**

*General*

- a. A general meeting shall be a meeting open to all members, in which every member (who is not in arrears) will have the right to speak and to vote in accordance with this constitution. Any other person may be granted the right to attend and speak by ordinary resolution.
- b. All members must be notified of a general meeting by post, or otherwise by an e-mail address given by the member on the register of members. Twenty-one days' notice shall be given of any general meeting. This period shall not include the day that notice was given or the day of the meeting itself.
- c. No general meeting shall proceed unless a quorum representing double the number of serving Officers is present. No general meeting shall continue if the number of members present falls below the quorum. If a quorum has not been reached twenty minutes after the appointed time, then the meeting shall be automatically adjourned.
- d. The Officers shall always call a general meeting once every year in the month of October or November, and this meeting shall be the "designated AGM" of the Association. No other general meeting may be held in October. The Officers may additionally call a general meeting at any time except where the meeting would fall in the month of October.
- e. The Officers shall call a general meeting if ten or more members request this in writing to the Secretary. The meeting shall be held within forty days of the request being received by the Secretary. No such request shall be valid if it is received between the first day of September and the last day of November inclusive.
- f. Every general meeting shall have the following order of formal business:
  - (i) Chair's welcome and opening remarks
  - (ii) Statement by the President of the Union
  - (iii) Business and finance report
  - (iv) Special resolutions
  - (v) Ordinary resolutions
  - (vi) Elections
  - (vii) Adjournment motionAnd thereafter there may be informal presentations and discussions.

*Chairperson, chair's welcome and communications*

- g. The President shall normally chair a general meeting. If the President is not available and/or willing to chair, then the Deputy President shall take the chair. If the Deputy President is not available and/or willing to chair, then the Officers shall choose one of their number to act as chairperson to act for that meeting only.
- h. The chairperson for the time being shall declare the meeting open when they are satisfied that a quorum has been reached, shall deliver appropriate welcoming remarks, and any communications.
- i. A count for quorum shall be held if a member requests such a count.

*Statement by the President of the Union*

- j. The President of the Union shall have the right to address the meeting after the chairperson has concluded their remarks. The President may forego this, or may give the speech to another person.

### *Business and finance report*

- l. The Officers shall give to each general meeting a comprehensive report of the activities of the Association since the previous general meeting. The report shall include details of all income and expenditure to date, planned income and expenditure, and a summary of the Association's assets and liabilities at the time being.
- m. The full accounts of the Association shall be available for inspection at any general meeting.
- n. At the designated AGM, an Officer shall (on behalf of the Officers) submit the estimates for the current and forthcoming financial years, and the accounts for the previous financial year. The general meeting shall be given the opportunity to discuss each document for a reasonable amount of time, and to take an indicative vote on their satisfaction with the documents. If either indicative vote does not receive a simple majority in favour, then any member may move for an immediate no-confidence resolution in all the elected and co-opted Officers (clause 11r-iv below).

### *Ordinary resolutions*

- o. An ordinary resolution is a resolution binding the Officers to do any lawful thing in relation to the affairs of the Association, except where the thing proposed would require a special resolution.
- p. An ordinary resolution shall be debated for twenty minutes, unless no member comes forward to speak in the view of the chairperson at any point in the debate, in which case the motion shall be put to the vote.
- q. An ordinary resolution shall be carried if the number of votes cast in favour exceeds those cast against. In the event of a tie, the resolution shall not be carried.
- r. Any member may submit an ordinary resolution, and must do so in writing to the Secretary. At least ten days' notice shall be given, not including the day of the meeting.

### *Special resolutions*

- s. A special resolution is a resolution binding the Officers to do any of the under mentioned things in relation to the affairs of the Association, being:
  - (i) A resolution to dissolve the association for the purpose of incorporation
  - (ii) A resolution to dissolve the association for any other reason
  - (iii) A resolution of no-confidence in any specified elected or co-opted Officer
  - (iv) A resolution of no-confidence in all the elected and co-opted Officers
  - (v) A resolution to amend either part of this constitution
  - (vi) A resolution to withdraw the membership of a member of the Association
- t. A special resolution shall be debated for twenty minutes, unless no member comes forward to speak in the view of the chairperson at any point in the debate, in which case the motion shall be put to the vote.
- u. A special resolution shall be carried if the number of votes cast in favour exceeds 75% of all those members who voted.
- v. Any member may submit a special resolution, and must do so in writing to the Secretary. At least ten days' notice shall be given, not including the day of the meeting.
- w. Any Officer who is the subject of a successful no-confidence resolution shall be deemed to have resigned when the resolution was declared carried. If the Officer removed was an elected Officer, then a by-election shall be held immediately.

### *Adjournments*

- y. At any point during a meeting, a member may move to adjourn the meeting for a specified period, or to adjourn until a future meeting. Such a motion shall be carried if the number of votes in favour exceeds 50% of those members present at the meeting. The Chairperson may adjourn the meeting for up to twenty minutes without taking a vote.

## **12 Officers Rules**

### *General*

- a. There shall be eight Officers of the Association, in whom all the powers of the Association are vested.

### *Elected Officers*

- b. There shall be a President for the Association, who shall be elected by the members. The President shall also be the *de facto* chairperson of the Association, and shall therefore be responsible for chairing Officers' meetings and general meetings, and shall also be the primary representative of the Association.
- c. There shall be a Deputy President for the Association, who shall be elected by the members. The Deputy President shall deputise for the President in his or her absence, and in particular any occasion when the President relinquishes the chair of any meeting.
- d. There shall be a Secretary for the Association, who shall be elected by the members. The Secretary shall normally be responsible for carrying out administrative matters on behalf of all the Officers, and for properly and prudently maintaining the Association's affairs on a day-to-day basis.
- e. There shall be a deputy Secretary for the Association, who shall be elected by the members. The Deputy Secretary shall deputise for the Secretary in his or her absence and shall otherwise assist the Secretary in his or her day-to-day work.

### *Co-opted Officers*

- f. There shall be two Officers who are appointed to serve by the elected Officers, for a fixed period of one year. The appointments shall take place as vacancies arise. Once appointed, a co-opted Officer may be removed by a general meeting, or by the elected Officers.
- g. Any person may be appointed as a co-opted Officer, provided that: no person who is a current member of the Union shall be appointed, and no person who was an elected Officer in the previous twelve months may be appointed.
- h. When deciding who to appoint as co-opted Officers, the elected Officers shall have regard: to improving the collective skills, knowledge and experience profile of the Officers as a group, to ensuring a source of continuity and a source of freshness exists within the Officers as a group, and to improving the gender balance of the Officers as a group.

### *Ex-officio Officers*

- i. The President of the Union for the time being shall serve as an ex-officio Officer of the Association.
- j. The General Manager of the Union for the time being shall serve as an ex-officio Officer of the Association.

### *Meetings of the Officers*

- k. Meetings of the Officers shall be held at least four times every financial year. The Secretary shall schedule four meetings at the start of any financial year. Any Officer may call additional meetings by giving a request for a meeting to the Secretary.
- l. Twenty-one days notice shall be given of any meeting. The quorum for a meeting shall be four of the Officers in post for the time being, one of whom must be the President or the Deputy President, and one of whom must be the Secretary or Deputy Secretary. No business may be conducted without a quorum present. If it is not possible under the terms of this clause to form a quorum, then the remaining Officers shall call a general meeting.
- m. Questions shall be determined by a simple majority.
- n. Meetings will be chaired by the President or the Deputy President. The chair for the time being shall have a second and casting vote.

- o. If there is, at any point, no Secretary or Deputy Secretary in post, then the Officers shall appoint an acting Secretary from amongst their remaining number, who may not be an ex-officio Officer.
- p. The Officers shall adopt rules of procedure for the conduct of their meetings.

## **14 Elections Rules**

### *General*

- a. Elections for the Offices of President, Deputy President, Secretary and Deputy Secretary shall be conducted by a secret ballot within a general meeting.
- b. Eligibility for election shall be open to any member of the association. There are no restrictions on re-election.
- c. The Officers shall appoint a Returning Officer (RO) suitable in their view to conduct elections for the Association. They shall ensure that there is always an RO in post, and that the RO attends each general meeting. The RO may be a member of the Association, but if they agree to act as RO, then they shall relinquish their right to stand for election and to vote in any election. The RO must be impartial, and not express any preference for any candidate.
- d. If for any reason it is not possible for an RO to be appointed in advance of a general meeting, then a person shall be appointed by the general meeting to act as RO.

### *Procedure*

- d. Elections for all four posts shall be held at the designated AGM. Where a vacancy arises before or during any general meeting, an election shall be held to fill the vacancy at the meeting.
- e. The RO shall set out regulations for nominations, postal and proxy voting, speeches or other electoral communications, including timings and deadlines, as appropriate to secure a fair and open election.
- f. The ballot shall be conducted for each applicable post according to the rules and conventions of the Alternative Vote (AV) system. The RO shall be responsible for the conduct of the count.
- g. The RO has the power to set out rules for the conduct of candidates during the election period, and has the power to disqualify any candidate for a breach of those rules.
- h. The RO has the power to rule any election process null and void, and to order that the election should be re-run at a future meeting.
- i. For elections at the designated AGM, each person elected shall take up office for a fixed period from the first day of January following the designated AGM to the thirty-first day of December following; if the post is vacant on election, then the officer shall take up office immediately.
- j. For elections at other general meetings, to fill vacancies arising between one designated AGM and the next, the person elected shall take up office immediately, and shall serve until the thirty-first day of December following.

## **13 Finance, Property and Administration Rules**

- a. The financial year of the Association shall run from the first day of April to the thirty-first day of March following, inclusive.
- b. The Officers shall open and maintain an appropriate bank and/or building society accounts, into which all of the Association's income shall be paid, and from which all the Association's expenditure shall be paid. The Officers shall determine the signatories to that account as appropriate to ensure security.
- c. The Officers shall prepare an annual statement of account for each financial year ended, and this statement of account shall be submitted to the designated AGM in the financial year after that to which it applies.

- d. The Officers shall annually prepare a set of estimates referring to the current and forthcoming financial year, including estimates for all income and expenditure, and these estimates shall be submitted to the designated AGM.
- e. The general administration of the Association shall normally be delegated to the Secretary who shall, unless the Officers determine otherwise, be responsible for, *inter alia*:
  - (i) Compiling annual accounts at year-end
  - (ii) Assessing any tax payments due for each financial year
  - (iii) Making any statutory returns as necessary
  - (iv) Giving a business report to each meeting of the Officers
  - (v) Giving a business report to each General Meeting
  - (vi) Purchasing goods and services for the Association as decided by the Officers
  - (vii) Paying out expenses to members of the Association
  - (viii) Keeping and maintaining the register of members, and a record of honorary members
  - (ix) Keeping securely the cheque books, bank cards and official papers of the Association
  - (x) Keeping appropriate minutes of Officers' meetings and General Meetings
 And the Officers shall retain overall responsibility for these functions, and shall monitor and where necessary approve, the actions carried out.
- f. The Officers shall ensure that the title to all property (including land and investments) is held by one of the Officers appointed by them as a holding trustee. The duly appointed holding trustee must sign to accept that they will dispose of the property (including land and investments) only according to the directions of the Officers. The Officers may replace the holding trustee at any time.
- g. The Officers shall purchase appropriate insurance.
- h. The Officers shall be indemnified out of the funds of the Association against losses or liabilities that they may incur in the execution of their duties. No Officer shall be liable for any loss, damage or misfortune that may happen to or be incurred by the Union in the execution of the duties of his or her office or in relation thereto. Nothing in this clause shall affect the liability for the consequences of any negligent or unlawful act.

#### **14 Grant Making Power Rules**

##### *Grants funding allocation*

- a. One of the objects of the Association is to make grants to the Union, but only for the purpose of promoting or facilitating participation in the Union's activities by its present members.
- b. In pursuit of this object, the Officers may annually set aside an allocation of funds available for grant making in the Association's annual budget. Expenditure from this allocation shall be made in the form of conditional grants to the Union Executive and the Union's recognised clubs and societies, who shall enter an annual competition for funding.
- c. The Officers may set a maximum value for any single grant.
- d. The Officers shall set out, and from time to time amend, a procedure for the disbursement of the grant funding allocation, which should be fair and transparent.

##### *Conditions and reporting*

- e. The Officers may set conditions on the use of any of the grants before any monies are paid over to the Union. Responsibility for ensuring the funds are used only according to the conditions set out is vested in the 'lead officer' of the applicant group.
- f. The Association will pay over the sum total of all grant funding as a single payment to the Union, and will issue a memorandum setting out how the funds are to be distributed internally and any overall conditions on the use of the funds.
- g. The Union shall be required to provide the Officers with an annual report, set out according to a prescribed form, explaining how the funds were used and detailing all expenditure made using Association grants, by the first day of April following the award of a grant.

- h. Failure of the Union to ensure compliance with the conditions of grant, or to report outcomes of grant to the Association, may result in future applications being suspended for the ensuing financial year, and a suspension may be re-enacted for further financial years. The power to take this action lies with the Officers of the Association; the ex-officio Officers shall withdraw from deliberation of any resolution proposed under this clause.

**15 Interpretation Rules**

- a. If there is any doubt as to the interpretation of any part of this constitution, the ruling of the President shall be sought.
- b. If there is a challenge to the President's ruling, then the decision of a general meeting by a simple majority shall be final.