

Constitution of SOAS Students’ Union

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Background

- A. The Union is the incorporated successor of the unincorporated association known as “SOAS 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 Charity 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 have the right to elect and dismiss the Charity Trustees in accordance with charity law and the rules in this Constitution and its Schedules. The Charity Trustees will give the utmost consideration to the views of the Members. The Executive Committee is responsible for the political and campaigning side of the Union’s activities subject to the powers of the Charity Trustees within the Constitution.
- D. The Union will at all times seek to recognise the diversity of, and ensure equal access for all Members, and take lawful positive action to facilitate participation of Members that are marginalised, disadvantaged or discrimination against within society.
- E. The Union will not affiliate to any political party or religious organisation.
- F. Under the Education Act 1994 SOAS, University of London has a statutory duty to ensure the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union works alongside SOAS to ensure the affairs of the Union are properly conducted and that the educational and welfare needs of the Unions’ Members are met.

Definitions and Interpretation

The meanings of any defined term used in this Constitution are set out in [Clause 17](#). Any dispute arising in relation to the interpretation of the Constitution or its Schedules will be resolved by the Board of Trustees

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CONSTITUTION OF A CHARITABLE INCORPORATED ORGANISATION WITH CHARITY TRUSTEES AS VOTING MEMBERS (‘FOUNDATION’ MODEL CONSTITUTION)

1. Name

The name of the Charitable Incorporated Organisation (the CIO) is SOAS 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. It is SOAS Students’ Union, 10 Thornhaugh Street, London WC1H 0XG.

3. Objects

The objects of the Union are the advancement of education of Students for the public benefit by:

- 3.1 promoting the interests and welfare of Students during their course of study and representing, supporting and advising Students;
- 3.2 being the recognised representative channel between Students and SOAS and any other external bodies; and
- 3.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of Students

4. Powers

The Union has the 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 for Members;
- 4.2 establish, support, promote and operate a network of student activities for Members;
- 4.3 support any fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 4.4 alone or with other organisations
 - a. carry out campaigning activities;
 - b. seek to influence public opinion; and
 - c. make representation to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities will be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act 1994 and any published guidance of the Charity Commission;
- 4.5 write, make commission, print, publish or distribute materials or information or assist in these activities;
- 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.9 cooperate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate with other charities and bodies;
- 4.11 support, set up or amalgamate with other charities with objects identical or similar to the Union’s objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;

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Application of income and property

- 4.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union’s objects;
- 4.13 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 4.14 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.15 make grants or loans of money and give guarantees
- 4.16 set aside funds for special purposes or as reserves against future expenditure;
- 4.17 invest and deal with the Union’s money not immediately required for its objects in or upon any investments, securities or property;
- 4.18 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Charity Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.19 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 4.20 trade in the course of carrying out any of its objects;
- 4.21 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.22 subject to [clause 5 \(limitation on private benefits\)](#)
 - a. employ and pay employees and professionals or other advisors; and
 - b. grant pensions and retirement benefits to employees of the Union and to their departments and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependents;
- 4.23 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Charity Trustees to protect the Union;
- 4.24 provide indemnity insurance for the Charity Trustees or any other officer of the Union in accordance 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 S189 will be treated as references to officers of the Union); and
- 4.25 do all such other lawful things as shall further the Union’s objects

5. Limitation on private benefits

- 5.1 The income and property of the Union will be applied solely towards the promotion of its objects.
- 5.2 A CIO Member 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.
- 5.3 A CIO Member 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 section 189 will be treated as references to the officers of the Union).

Permitted benefits to CIO Members

- 5.4 Except as provided below no part of the income and property of the Union may be paid, transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any CIO Member unless the payment is permitted by **clauses 5.6, 5.7 and 5.8**. This will not prevent any payment in good faith by the Union of:
 - a. any payments made to any Member in their capacity as a beneficiary of the Union;

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- b. reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Charity Trustee **clause 5.5** will apply;

Permitted benefits to Trustees and Connected Persons

- 5.5 Except as provided below no Charity Trustee may
 - a. sell goods, services or any interest in land to the Union;
 - b. be employed by, or receive any remuneration from the Union; or
 - c. receive any other financial benefit from the Union.
- 5.6 This will not prevent payment in good faith by the Union of:
 - a. any payments made to any Charity Trustee or Connected Person in their capacity as a beneficiary of the Union;
 - b. reasonable and proper out of pocket expenses of the Charity Trustees;
 - c. reasonable and proper remuneration to any Officer Trustee or Connected Person for any good or services supplied to the Union on the instructions of the Trustees provided that:
 - I. for the avoidance of doubt, the authorisation under this provision will extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;
 - II. subject to **clause 5.6.c.(I)**, the authorisation under this provision will not extend to the service of acting as a Charity Trustee;
 - III. if the person being remunerated is a Charity Trustee the procedure described in [Clause 14 \(Conflicts of Interest\)](#) 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;
 - IV. if the person being remunerated is a Connected Person the procedure described in [Clause 14 \(Conflicts of Interest\)](#) must be followed by the relevant Charity Trustee in relation to any decisions regarding such Connected Person;
 - V. subject to **clause 5.7** this provision may not apply to more than half of the Charity Trustees in any financial year (and for these purposes such provision will be treated as applying to a Charity Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
 - VI. at all times the provisions of the Education Act 1994 are complied with;
 - d. any payments made to any Charity Trustee or officer under the indemnity provisions set out at [Clause 15.14 \(Indemnity\)](#); and
 - e. any payments authorised in writing by the Charity Commission.
- 5.7 For any transaction authorised by **clause 5.5**, the Charity Trustee’s duty (arising under the *Companies Act 2006*) to avoid a conflict of interest with the Union will be disapplied provided the relevant provisions of **clause 5.5** have been complied with.
- 5.8 Where a vacancy arises on the Board of Trustees with the result that **clause 5.5.c** applies to more than half of the Charity Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with **clause 5.5.c** provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

6. Liability of CIO Members

- 6.1 If the Union is wound up, each CIO Member is liable to contribute to the assets of the Union such amount (but not more than £1) as may be required for payment of the debts and liabilities of the Union contracted before that person ceases to be a CIO Member, for the payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing CIO Members amount themselves.
- 6.2 In **Clause 6.1** ‘CIO Member’ includes any person who was a CIO Member within 12 months before the commencement of the winding up

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6.3 But subject to **clause 6.2**, the CIO Members have no liability to contribute to the Charity’s assets if it wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

7. Dissolution

7.1 The CIO Members may pass a resolution in accordance with this Constitution to the effect that the Union should be wound up voluntarily or that an application should be made to the Charity Commission for the dissolution of the Union.

7.2 Subject to the payment of all the Union’s debts, any resolution for the winding up of the Union, or the dissolution of the Union without winding up, may contain a provision directing how any remaining assets of the Union shall be applied:

7.2.1 If the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the Union will be applied; and

7.2.2 In either case the remaining assets must be applied for charitable purposes which are the same or similar to those of the Union.

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

8. Membership of the Union

8.1 The first members of the Union are the first Charity Trustees, as set out in [clauses 11.1 – 11.3 \(Appointment of Charity Trustees\)](#) until and including the Effective Date. Thereafter the Members of the Union will be:

a. The Student Members, as described in **clause 8.3**

b. The CIO Members, as described in **clause 8.10**

8.2 The Union may also have associated members in accordance with **clauses 8.13 and 8.14**

Becoming and Ceasing to be a Student Member

8.3 The Student Members will be:

a. Each and every Student enrolled on a course of study at SOAS lasting for at least one academic year, who has not opted out by notifying the Union of their wish not to be a Member of the Union; and

b. The Sabbatical Trustees of the Union

8.4 The names of the Student Members will be entered in the register of Student Members

8.5 Student Membership is not transferrable and will cease on death.

8.6 A Student Member will automatically cease to be a Student Member of the Union if:

a. They cease to be a Student of SOAS;

b. They cease to be a Sabbatical Trustee, and are not also a Student;

c. They opt out of Student Membership by giving written notice to the Union; or

d. 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 in accordance with this Constitution to that effect

Removal of Student Membership

8.7 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;

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- 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.

Code of Conduct

- 8.8 The Charity Trustees will establish and monitor a 'code of conduct' that all Members will be required to adhere to, including when Members are involved in activities or events that are administered or organised by the Union.
- 8.9 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 Memberships, including the holding of office.

Becoming and Ceasing to be a CIO Member

- 8.10 Those persons notified to the Charity Commission as the first members of the Union will be the CIO Members until and including the Effective Date. Thereafter, the CIO Members will be its Charity Trustees for the time being. The only persons eligible to be CIO Members are its Charity Trustees.

Termination of CIO Membership

- 8.11 A CIO Member who ceases to be a Charity Trustee automatically ceases to be a CIO Member
- 8.12 CIO Membership is not transferable and will cease on death.

Associate Members

- 8.13 The Charity Trustees may elect to and remove from associate membership of the Union such persons as they consider fit. The Charity Trustees will determine the form of application for associate membership, and associate membership will be subject to such rights and obligations as the Charity Trustees consider appropriate.
- 8.14 Associate members shall not be Student Members or CIO Members for the purposes of this Constitution and are not entitled to vote on any matter.

9. Members Decisions

General Provisions

- 9.1 Except for those decisions that must be taken in a particular way in described in [clause 10 \(CIO Members Decisions\)](#) and [clause 13 \(Proceedings of the Trustee Board\)](#), decisions of the Members of the Union may be taken either
- a. by a vote in a Referendum as provided by **clauses 9.29-9.32** and the Schedules;
 - b. by a vote in a Referendum as provided by **clauses 9.2 - 9.5**;
 - c. by a vote at a General Meeting as provided by **clauses 9.6 – 9.2**;
 - d. by written resolution as provided by **clause 10.19**;
 - e. by a decision of a Liberation Caucus within **clause 9.37**;
 - f. by a Petition of Student Members; or
 - g. within the Research Students' Association.

Preferenda

- 9.2 The Union shall run three online Preferenda per year, once per term.
- a. The first Preferendum of the Academic year shall establish the portfolios for eight of the Part-time Officers who shall be elected in accordance with the Schedules.
 - b. The remaining two Preferenda will establish priority ideas, in line with **clauses 9.3 – 9.5**.

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- 9.3 The purpose of these preferenda shall be to articulate the priorities of the Union.
- 9.4 The content of these Preferenda shall be decided by the Union’s three forums:
- Influencing SOAS
 - SU Operations
 - SU Campaigns
- 9.5 These forums shall take ideas submitted by the Student Members in accordance with the Schedules, via the Union’s website and other channels of communications and create options for solutions to be ranked in an online Preferendum vote.
- 9.6 The forums may decide that some ideas may require a Referendum, in which case they will advise the Charity Trustees of such a request in order to follow clauses 9.7 – 9.12.

Referendum

- 9.7 A Referendum may be called on any issue by:
- a resolution of the Charity Trustees;
 - a resolution of an Emergency General Meeting; or
 - A petition signed by 5% of Student Members
- 9.8 Subject to [clauses 15.1 – 15.5 \(amendments to the constitution\)](#) a resolution may only be passed by Referendum if at least 5% of Student Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
- 9.9 Referenda must be conducted in accordance with this Constitution and relevant Schedules.
- 9.10 Subject to [clause 12.1 – 12.7 \(powers of the Charity Trustees\)](#) the Student Members may set Union Policy by Referendum. Policy set by Referendum may overturn Policy set by the Student Members in a general meeting.
- 9.11 Policy passed by referendum shall be subject to ratification by the Board of Trustees, who shall not ordinarily object to such policy with the exception of managing any risk to the Union, be that financially, legally or otherwise.

Student Member Meetings

- 9.12 There shall be two types of Union General Meetings: Annual General Meeting and Extraordinary General Meetings.

Annual General Meeting (AGM)

- 9.13 The Union will hold an AGM once in each calendar year. Not more than 18 months will pass between the date of AGM. The AGM will be held at such a time and place as the Charity Trustees think suitable to allow the maximum number of Members to attend.
- 9.14 The business transacted at the AGM will include:
- Ratification of the minutes of the previous AGM
 - Receiving the report of the Charity Trustees on the Union’s activities since the previous AGM
 - Receiving the accounts of the Union for the previous financial year
 - Appointment of the auditor
 - Open questions to the Charity Trustees by the Members
- 9.15 The quorum for an AGM shall be 50 Student Members. If a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting will be adjourned to a date, time and place determined by the Charity Trustees within the following 10 clear working days. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Student Members present will be considered as the quorum.

Extraordinary General Meetings (EGM)

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- 9.16 Charity trustees may call an EGM at any time.
- 9.17 The Charity Trustees must call a EGM on receiving a petition to that effect, signed by at least 5% Student Members having the right to attend and vote at EGM.
- 9.18 No decisions will be made at any EGM. Voting shall take place online, after the EGM has concluded. The quorum for a vote arising from a EGM shall be 5% of Student Members, entitled to vote upon the business to be transacted.
- 9.19 The quorum for an EGM will be assessed at the point of online voting. If quorum is not met at the point of voting, the vote shall be deemed to fall.

Notice for General Meetings

Length of notice

- 9.20 Notice of a General Meeting must be in writing, with at least 10 clear working days' notice before the meeting is held

Contents of notice

- 9.21 Every notice calling a General Meeting must specify:
- the place, day and time of the meeting
 - the general nature of the decisions to be made at the meeting
 - if the meeting is an Annual General Meeting, the notice must say so and the business transacted in line with **clauses 9.13 - 9.15**

Service of notice

- 9.22 Notice of General Meetings will be given to every Student Member and to the Charity Trustees.

Attendance and speaking at General Meetings

- 9.23 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.
- 9.24 A person is able to exercise the right to vote at a General Meeting when:
- That person is able to vote during the General Meeting on resolutions put to vote at the meeting; and
 - 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 General Meeting.
- 9.25 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).
- 9.26 In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending are in the same place as each other.
- 9.27 A Charity Trustee and any non-voting Member may attend and speak at any General Meeting.

Chair for General Meetings

- 9.28 General Meetings will normally be chaired by someone who is not a Member of the Union. The Co-President Democracy and Education will propose a Chair to be approved by the Charity Trustees. In the absence of a Chair the Student Members present and entitled to vote will choose one of the Members present to be the Chair for the meeting.

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Adjournment of General Meetings

- 9.29 The Chair may adjourn the meeting either:
- with the consent of the meeting at which a quorum is present, or
 - if the Members in the meeting at which quorum is present direct.
- 9.30 No decisions can be made at an adjourned meeting other than the business that was on the agenda for the original meeting
- 9.31 When a meeting is adjourned for 14 days or more, at least 7 clear working days’ notice will be given for the adjourned meeting, specifying the time and place of the adjourned meeting and the general nature of the decisions to be made.
- 9.32 If the meeting is adjourned for less than 14 days it will not be necessary to give such notice in **clause 9.19**

Votes of Student Members at General Meetings

- 9.33 Every Student Member has the right to attend General Meetings and the right to cast a vote on decisions made through a General Meeting.
- 9.34 A resolution put to the vote of a General Meeting will be decided in a fashion which ensures only those students with membership to the Union are eligible to vote, and only one vote is allowed per student member. The voting method will be approved by the Charity Trustees and the Chair of the meeting and communicated in advance of the meeting.
- 9.35 Every resolution put to the vote of a General Meeting will be decided by a simple majority of the votes cast unless it is:
- a resolution to change the constitution; or
 - a vote of no confidence in elected student officers

in which case a majority of two-thirds of eligible voting members will be required.

Liberation Caucuses

- 9.36 There shall be six autonomous liberation caucuses:
- Black Students Caucus
 - Women’s Caucus
 - LGBTQ+ Students Caucus
 - Disabled Students Caucus
 - Trans* and Gender Identity Students Caucus
 - Working Class Students Caucus
- 9.37 These caucuses exist to further the interests of students who identify into their caucus.
- 9.38 The caucuses shall be able to determine their positions on the priorities for their own caucus.
- 9.39 The caucuses shall appoint such individuals from amongst their number to convene priority campaigns.
- 9.40 The caucuses shall be able to delegate one of their number to attend and be the link with Executive Committee.
- 9.41 All delegated responsibilities in **9.37 and 9.38** are not fixed and can be changed throughout the academic year.

Petitions

- 9.42 A Petition may be initiated by any Student Member
- 9.43 Petitions will be used to:
- express the opinions of the Members
 - to instruct the Charity Trustees to call a Referendum in line with **clause 9.7**
 - to instruct the Charity Trustees to call an EGM in line with **clause 9.16**

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9.44 Petitions will only be valid if managed on the Union's platform which shall ensure that only Student Members are able to sign the petition.

Research Students' Association

9.45 There shall be a Research Students' Association (RSA)

9.46 The RSA exists to further the educational and social interests of research degree students at SOAS

9.47 The RSA are entitled to nominate:

- a. A member of their association to serve as a student trustee of the Board of Trustees
- b. A member of their association to serve as a delegate to Executive Committee

9.48 The nominated members within **clause 9.46 a and b** may not be the same person.

9.49 The nomination of the individual under **clause 9.46 a** is subject to the approval of the Board of Trustees.

9.50 The remaining provisions for the RSA are detailed in the Schedules

10. CIO Members Decisions

10.1 Decisions of the CIO Members may be taken either:

- a. By means of a resolution passed by vote at a CIO Meeting (in accordance with **clauses 10.7 and 10.8**); or
- b. By means of a written resolution (in accordance with **clauses 10.19 – 10.26**)

Decisions which must be made by the CIO Members

10.2 The following decisions must be made by a resolution of the CIO Members:

- a. Amend the Constitution
- b. Amalgamate the Union with, or transfer its undertaking to, one or more other charitable incorporated organisations, in accordance with the Act; or
- c. Wind up the Union voluntarily or dissolve the Union (including transferring its business to any other charity);

Duty of CIO Members

10.3 Each CIO Member must exercise the powers which they have in their capacity as CIO Member in the way that they decide, in good faith, would be most likely to further the objects of the Union.

CIO Members' resolutions and conflicts of interest

10.4 A CIO Member or Charity Trustee who would benefit personally, whether directly or indirectly, from a transaction or arrangement into which the Union proposes to enter must not take part in any decision of the CIO Members whether or not to enter into that transaction or arrangement.

10.5 **Clause 10.4** does not apply where the transaction or arrangement proposes to be entered into by the Union cannot reasonably be regarded as likely to give rise to a conflict of interest

CIO Meetings

10.6 CIO Meetings can be held in person, with everyone present in a room together, or via video conferencing, with people in different locations able to communicate simultaneously.

10.7 Unless **clause 10.8** applies, a resolution at a CIO Meeting must be passed by a simple majority of those CIO Members voting at the CIO meeting.

10.8 The following resolutions must be passed by a 75% majority of those CIO Members voting at the CIO Meeting:

- a. Any decision to amend the Constitution
- b. Any decision to amalgamate the Union with, or transfer its undertaking to one or more other charitable incorporated organisation, in accordance with the Act; or
- c. Any decision to wind up the Union voluntarily or dissolve the Union

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Calling of CIO Meetings

10.9 the Charity Trustees may call a CIO Meeting at any time.

Notice of CIO Meetings

10.10 At least 14 clear days' notice of a CIO Meeting must be given to all the CIO Members.

10.11 Any resolution may be proposed and passed at the CIO Meeting even if the requirements for notice in **clause 10.10** are not met if not less than 90% of all the CIO Members who are entitled to vote at the CIO Meeting agree.

10.12 The notice of any CIO Meeting must:

- a. State the place, date and time of the CIO Meeting; and
- b. Give particulars of any resolution which is to be decided on at the CIO Meeting, and of the general nature of any other business to be dealt with at the CIO Meeting.

10.13 [Clause 16.9 \(deemed delivery\)](#) will apply when determining when notice of a CIO meeting is received.

Quorum at CIO Meetings

10.14 No decisions will be made at an CIO meeting unless a quorum is present. The quorum for CIO Meetings is 5 CIO Members

Chairing of CIO Meetings

10.15 The Chair of Trustees, or in their absence the Deputy Chair or another Charity Trustees appointed by the Charity Trustees present will, if present at the CIO Meeting and willing to act, preside as Chair of the Meeting

Voting at CIO Meetings

10.16 A resolution put to the vote of a CIO Meeting will usually be decided on a show of hands. On a vote of a show of hands every CIO Member present at the CIO Meeting will have one vote.

Participation in CIO Meetings by Electronic means

10.17 CIO Members participate in a CIO Meeting, or part of a CIO Meeting when:

- a. The CIO Meeting has been called and takes place in accordance with the Constitution; and
- b. The CIO Members can communicate to the others any information or opinions they have in any particular item of the business of the CIO Meeting

10.18 In determining whether CIO Members are participating in a CIO Meeting, it is irrelevant where the CIO Members are or how they communicate with each other.

Written Resolutions of CIO Members

10.19 Subject to this clause (10.19), a written resolution of the CIO Members will be effective if it is agreed by:

- a. A simple majority of the eligible CIO Members; or
- b. In the case of:
 - I. Any decision to amend the Constitution;
 - II. Any decision to amalgamate the Union with, or transfer its undertaking to, one or more other charitable incorporated organisations, in accordance with the Act; or
 - III. Any decisions to wind up the Union voluntarily or dissolve the Union:
All of the eligible CIO Members.

10.20 In relation to a resolution proposed as a written resolution of the Union the eligible CIO Members are the CIO Members who would have been entitled to vote on the resolution on the Circulations Date of the resolution.

10.21 On a written resolution each CIO Member will have one vote.

10.22 A copy of the proposed written resolution must be sent to every eligible CIO Member together with a statement informing the CIO Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.

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- 10.23 The required majority of eligible CIO Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 10.24 A CIO Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:
- Identifying the resolution to which it relates; and
 - Indicating the CIO Member's agreement to the resolution
- 10.25 For the purposes of **clause 10.24** a document may be authenticated by the CIO Member's signature, by a statement of the CIO Member's identity accompanying the document, or in such other manner as the Union has specified.
- 10.26 The written resolution takes effect once the agreement of the required majority of CIO Members has been received by the Union.

11. Charity Trustees

Appointment of Charity Trustees

- 11.1 The first Charity Trustees until and including the Effective Date are: **[names]**
- 11.2 On the day immediately following the Effective Date, those persons elected by the Unincorporated Charity as its Board of Trustees for the academic **year [x]** will be the Trustees of the Union and will be deemed to be the Union's Sabbatical Trustees and Student Trustees as appropriate.
- 11.3 Thereafter the Charity Trustees will be made up of the following persons:
- not more than 4 Sabbatical Trustees, elected in accordance with **clauses 11.9 – 11.15**
 - not more than 4 Student Trustees, appointed in accordance with **clauses 11.16 – 11.19**
 - not more than 4 External Trustees appointed in accordance with **clause 12.12**
 - the Senior Manager of the Students' Union as a non-voting member

Eligibility for Trusteeship

- 11.4 Every Charity Trustee must be a natural person, defined as a human being, not a company or limited-liability partnership.
- 11.5 No-one may be appointed as a Charity Trustee if:
- they are under 18 years of age; or
 - they would automatically cease to hold office under the provisions of **clause 11.20**
- 11.6 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

Information for new Charity Trustees

- 11.7 The Charity Trustees will make available to each new Charity Trustee, on or before their first appointment:
- A copy of this Constitution and any amendments made to it; and
 - A copy of the Union's latest annual report and statement of accounts

Minimum number of Charity Trustees

- 11.8 There must be at least 5 Charity Trustees. If the number falls below this minimum, the remaining Charity Trustees or Trustee must not take any decision other than a decision to increase the number of Charity Trustees including by calling an election and conducting recruitment so as to enable the appointment of further Charity Trustees.

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Sabbatical Trustees

- 11.9 Up to 4 Sabbatical Trustees will be elected by secret ballot by the Student Members of the Union, at an election to be held in accordance with the Schedules of this Constitution. The Sabbatical Trustees will be elected to posts set out in the Schedules.
- 11.10 The Sabbatical Officers from time to time will be Sabbatical Trustees. Except where otherwise indicated, references in this Constitution to 'Sabbatical Trustees' are to individuals acting solely in their capacity as Sabbatical Trustees.
- 11.11 The Sabbatical Trustees will remain in office for a term of twelve months, commencing in accordance with the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end.
- 11.12 Each Sabbatical Trustee must be a Student Member or a Sabbatical Officer at the time of their election. A Sabbatical Trustee will become a Student Member of the Union on commencement of their appointment or re-appointment as a Sabbatical Trustee. Such Student Membership will cease when the Sabbatical Trustee ceases to be a Sabbatical Trustee.
- 11.13 The Sabbatical Trustees will be deemed to be 'major Union office holders' for the purposes of section 22 of the Education Act.
- 11.14 At the same time as commencing the term of office as a Sabbatical Trustee, the Sabbatical Trustee will enter into a contract of employment with the Union for a term to be determined by this Constitution. The duties and method of remuneration of each Sabbatical Trustee will be set out in the Schedules.
- 11.15 Subject to a transitional change in the year of office as set out in **clause 11.11**:
- Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the Student Members of the Union at an election to be held in accordance with the Schedules; and
 - The maximum total that a Sabbatical Trustee may serve is twenty-four months
 - For the avoidance of doubt, a Sabbatical Trustee's terms of office may be either consecutive or non-consecutive.

Student Trustees

- 11.16 Subject to **clause 11.17** below, 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 Student Trustees (having regard to their skills and aptitude) as Student Trustees. This process is outlined within the Schedules of this Constitution.
- 11.17 Each Student Trustee must be a Student at the time of their appointment and must continue to be a Student for the duration of their term as a Student Trustee.
- 11.18 Student Trustees will remain in office for a term of one year, commencing in accordance with the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 11.19 The maximum total term that a Student Trustee may serve in the position of Student Trustee is four years.
- 11.20 A Student Trustee may not simultaneously serve as a member of the Executive Committee.

External Trustees

- 11.21 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 External Trustees. Unless their appointment is terminated in accordance with **clause 11.24**, External 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 External 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)

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11.22 At the end of their term of office, External 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.

11.23 In exercising their powers under **clause 11.20** the Charity Trustees shall have regard to recommendations made by an Appointments Committee constituted within the Schedules.

Ceasing to be a Charity Trustee

11.24 the office of a Trustee will be vacated if:

- a. they are disqualified under the Act from being a Charity Trustee;
- b. in the case of a Sabbatical Trustee they cease to be an employee of the Union;
- c. in the case of a Student Trustee they cease to be a Student Member;
- d. they resign by notice to the Union (but only if at least 5 Charity Trustees will remain in office when the notice of resignation is to take effect);
- e. they die;
- f. they become bankrupt;
- g. 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;
- h. the majority of Charity Trustees reasonably believe they are incapable of acting as a Charity Trustee and they resolve that they may be removed from office;
- i. they fail to attend 2 consecutive meetings of the Trustee Board and in the opinion of the Charity Trustees there is no good reason for that failure; or
- j. they are removed from office under **clause 11.21**

Removal of Charity Trustees by the Student Members

11.25 The office of a Charity Trustee will be vacated if a motion of no confidence in the Charity Trustee is passed by:

- a. A resolution passed by two-thirds majority of the Student Members voting in a Referendum provided that at least 5% Student Members cast a vote in the Referendum.
- b. Subject to **clauses 11.25-11.30**, a Sabbatical Trustee removed under **clause 11.23** will be removed both from their remunerated sabbatical position within the Union and as a Sabbatical Trustee of the Union.

11.26 A Referendum on a vote of no confidence in a trustee can be triggered by:

- a. A simple majority of a Union General Meeting
- b. A petition signed by not less than 5% of the Student Members
- c. A simple majority of the Charity Trustees

Rights of a Removed Trustee

11.27 A resolution to remove a Charity Trustee in accordance with **clause 11.23** will 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 Charity Trustees.

11.28 A Charity Trustee removed from office in accordance with **clause 11.23** will only be entitled to appeal the decision of remove them to an Appeal Body within 14 days of the resolution. The Appeal Body will be made up of the following persons:

- a. One member of the SOAS Trustee Board;
- b. One member of the Executive Committee; and
- c. One external member

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- 11.29 The members of the Appeal Body must not have had any involvement in the original decision to remove the Charity Trustee
- 11.30 The procedures of the Appeal Body and selection of the external panel member are set out in the Schedules of this Constitution
- 11.31 A resolution of the Appeal Body approving or not approving the removal will be made in accordance with the procedure set out in the Union Complaints Schedule, following the procedures for a Stage Two Formal Complaint.
- 11.32 If such a resolution is passed it will take effect as a removal of that Charity Trustee from office with effect from the date the Charity Trustee was removed by the Board of Trustees. If such resolution is not passed that Charity Trustee will 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.

Replacement of Charity Trustees

- 11.33 If a Sabbatical Trustee or Student Trustee resigns or 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 this Constitution and the Schedules
- 11.34 If a Student Trustee resigns or 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 Schedules, may appoint any Student Member it considers appropriate to fill the vacancy.
- 11.35 If a Sabbatical Trustees resigns or retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, the Trustee Board may
- a. If the vacancy occurs within the first six months of office decide to hold a By-Election to fill the role
 - b. If the vacancy occurs within the last six months of office decide to leave the role vacant, unless this leaves the Board with less than 2 Sabbatical Trustees, in which case the Trustee Board may establish an Appointments Committee in accordance with the Schedules to appoint any Student Member it considered appropriate to fill the vacancy.
- 11.36 For the avoidance of doubt, any individual appointed as a Sabbatical Trustee by the Appointments Committee will be appointed as a Sabbatical Trustee only. They will not take on the wider role of a Sabbatical Officer of the Union, will not be an employee of the Union and will not be remunerated as an employee of the Union.
- 11.37 A Charity Trustee appointed in accordance with **clauses 11.31 – 11.33** above will 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.

12. Functions and Duties of Charity Trustees

Powers of the Charity Trustees

- 12.1 The Charity Trustees 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:
- a. 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
 - b. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - I. any special knowledge or experience that they have or hold themselves out as having; and
 - II. 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.

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12.2 The Charity Trustees will be responsible for overseeing the management and administration of the Union and (subject to the Education Act, this Constitution and Schedules) may exercise all the powers of the Union. No alteration of this Constitution or the Schedules 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 and 12.2** include, but are not limited to, responsibility for:

- a. The governance of the Union;
- b. The budget of the Union; and
- c. Setting the strategy and direction of the Union

12.4 The Charity Trustees may override any decision and Policy made by Student Members in General Meeting or through a Referendum which the Charity Trustees consider (in their absolute discretion):

- a. Has or may have financial implications for the Union;
- b. 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;
- c. Is not or may not be in the best interests of the Union or all or any of its charitable objects;
- d. Has reputational implications to the Union; or
- e. Will or may otherwise affect the discharge of any or all of the responsibilities referred to in **clause 12.3** above

12.5 The Charity Trustees will provide regular updates of its meetings and decisions to the Executive Committee of the Union.

12.6 The Charity Trustees will recognise such clubs and societies of SOAS Students' Union as meet the requirements and rules set out in the Schedules and as do not contravene the Union's charitable objects.

12.7 All acts done by a meeting of the Charity Trustees, or of a committee of the Trustees, will be valid, even if it is later discovered that any Charity Trustee who participated in the vote:

- a. Was not properly appointed;
- b. Was disqualified from holding office;
- c. Had vacated office; or
- d. Was not entitled to vote

Delegation of the Charity Trustees' Powers

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

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

Delegation to Committees

12.10 In the case of delegation to committees:

- a. The resolution making that delegation will specify those who will serve or be asked to serve on such committee. The resolution may allow the committee to make co-options up to a specified number
- b. Subject to **clause 12.11**, the composition of any such committee will be entirely in the discretion of the Charity Trustees and may comprise such of their number (if any) as the resolution may specify;
- c. The committee deliberations, passed resolutions and decisions must be reported to the Trustee Board regularly and in a reasonable timeframe.
- d. For the purposes of reporting to the Trustee Board the committee will appoint a secretary
- e. All delegations under this clause will be revocable at any time; and
- f. The Trustee Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

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12.11 The Charity Trustees will establish the following committees in accordance with their powers under **clause 12.10**

- a. Executive Committee, as described in **clauses 12.19-12.22** and further in the Schedules
- b. Other sub-committees, as described in the Schedules

External Advisors

12.12 The Charity Trustees may invite non-voting External Advisors to their meetings and those of their sub-committees, who have been selected by the Trustee Board in accordance with the following:

- a. the External Advisors have expertise which pertains to the running and operations of Students' Unions;
- b. the nominee has demonstrated that they share in the values and ideals held by SOAS Students' Union;
- c. the nominee is not a Member of SOAS Students' Union;
- d. the nominee has not been a Charity Trustee of SOAS Students' Union for two academic years prior to their taking office; and
- e. the nominee has expressed their availability for the Trustee meetings scheduled for the academic year

Delegation of day-to-day management powers to a Senior Staff Member

12.13 The Charity Trustees will appoint a Senior Staff Member to oversee and manage the day-to-day running of the Union

12.14 In the case of the day-to-day management of the Union to the Senior Staff Member the delegated power is to:

- a. manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustee Board
- b. advise the Charity Trustees in relation to such policy, strategy and budgets

12.15 The Trustee Board will provide the Senior Staff Member with a role description and instructions on the extent of their authority

12.16 The Senior Staff Members will report regularly to the Trustee Board on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union

Finance delegation

12.17 For the avoidance of doubt, the Trustee Board may, in accordance with **clauses 12.8 and 12.9** delegate all financial matters to any committee provided that such committee includes at least two Charity Trustees. Ordinarily this committee shall be the Finance and Risk Sub-Committee of the Board. The Charity Trustees may empower such a committee to hold a bank account provided that at least one Sabbatical Trustee is a signatory for transactions above a certain amount, as set out in the Schedules to this Constitution. No committee is permitted to incur expenditure on behalf of the Union except in accordance with a budget that has been approved by the Charity Trustees.

Proceedings of Committees

12.18 The meetings and proceedings of any committee is governed by this Constitution but may be superseded by any Schedules made by the Trustee Board and Student Members.

The Executive Committee

12.19 There will be an Executive Committee of the Union. The Executive Committee shall include:

- a. The Sabbatical Trustees; and
- b. Not more than 15 the elected Part-Time Officers
- l. One delegate from each of the Liberation Caucuses as detailed in **clause 9.39**

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- II. Eight delegates elected to the portfolios decided in the first preferendum of the academic year as detailed in **clause 9.2a**
- III. One nominated delegate of the Research Students Association.
 - c. Part-time officers may not simultaneously take the office of Trustee as provided in **clause 11.16 – 11.20**
- 12.20 Proceedings of the meetings and powers of the Executive Committee is set out in the Schedules of this Constitution.
- 12.21 The Executive Committee are responsible for representation and campaigning work and the implementation of Union policy as decided by the Student Members.
- 12.22 The Executive Committee’s responsibility does not include the duties of the Charity Trustees as set out in **clauses 12.1 – 12.18** of this Constitution.

13.Proceedings of the Trustee Board

Subject to the provisions of this Constitution and the Schedules the Charity Trustees can determine how to regulate their proceedings as they see fit.

Meetings of the Charity Trustees

- 13.1 The Charity Trustees must hold a minimum of four meetings in an Academic Year.
- 13.2 At the request of any two Charity Trustees, the Senior Staff Member can call a meeting of the Trustee Board at any time.
- 13.3 Guests or observers can attend meetings of the Charity Trustees at the discretion of the Trustee Board Chair.

Calling Trustees Meetings

Length of Notice

- 13.4 With the following exceptions a meeting of the Charity Trustees must have at least five clear working days’ notice:
 - a. All of the Charity Trustees agree to a meeting with shorter notice; or
 - b. Urgent circumstances require shorter notice
 - c. It is the decision of the Trustee Board Chair to determine whether the circumstances are considered ‘urgent’.

Contents of Notice

- 13.5 Notices of a meeting of the Charity Trustees will specify the place, date and time of the meeting, the agenda of the meeting including details of any decisions to be made; and
- 13.6 If it is anticipated that the Charity Trustees participating in the meeting will not be in the same place, how it is proposed that they will communicate with each other during the meeting.

Service of Notice

- 13.7 Notice of meetings of the Charity Trustees will be sent to each Charity Trustee by email or by post to the email or postal address notified by the Charity Trustee.

Participation in Meetings of the Charity Trustees

- 13.8 Subject to this Constitution, Charity Trustees will be considered to participate in a meeting or part of a meeting of the Charity Trustees when:
 - a. The meeting has been called and takes place in accordance with the Constitution; and
 - b. They can each communicate to and receive from the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing)

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13.9 In determining whether Charity Trustees are participating in a meeting of the Charity Trustees it is irrelevant where any Charity Trustee is, or how they communicate with each other.

13.10 If all of the Charity Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Trustees Meetings

13.11 The only proposal that can be voted on at a non-quorate meeting of the Charity Trustees is the proposal to call another meeting.

13.12 The quorum for meetings of the Charity Trustees until and including the Effective Date is five. Thereafter the quorum for meetings of the Charity Trustees is five and must include at least one Sabbatical Trustee, one Student Trustee and one External Trustee. Where the resolution or issue being decided concerns a matter in which some or all of the Charity Trustees have a conflict of interest the quorum is five.

Chair and Deputy Chair

13.13 The Chair of the Trustee Board is the Co-President Democracy and Education.

13.14 The Deputy Chair of the Trustee Board shall be an External Trustee. The Charity Trustees will appoint a Charity Trustee to be Deputy Chair of the Trustee Board each year, and may remove them from office at any time. The role of the Deputy Chair will be:

- a. to support the Chair,
- b. Deputise in their absence,
- c. Act as Chair to any items where there is a direct conflict of interest with the Chair, including officer remuneration, officer roles and Code of Conduct issues.
- d. Together with the Chair, act as the line management for the Senior Manager of the Union.

13.15 The Chair, or in their absence the Deputy Chair will be the Chair of any meetings of the Charity Trustees. In the absence of both the Chair and Deputy Chair another Charity Trustee will be appointed to chair the meeting by those Charity Trustees present at the meeting.

Decision making by Charity Trustees at meetings

13.16 Questions arising at a meeting should where possible be decided based on consensus, but may be decided by a majority of votes. In the case of an equality of votes the Chair will be entitled to a deciding vote in addition to any other vote they may have.

13.17 **Clause 13.16** above does not apply if, in accordance with the Constitution, the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

Trustee Decisions without a Meeting

13.18 The Charity Trustees may take a unanimous decision without a meeting of the Charity Trustees by indicating to each other through an agreed means including electronic communication.

13.19 Decisions made by Charity Trustees without a meeting will be in the form of a written resolution, with the Charity Trustees indicating their agreement through either

- a. A printed, signed copy; or
- b. An electronic communication (normally an email) with a confirmation sent from an address verified as their own

13.20 A resolution of the Charity Trustees which is made in accordance with **clauses 13.18 and 13.19** above will be as valid and effectual as if it had been passed at a meeting of the Charity Trustees duly convened and held, provided the following conditions are complied with:

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- a. Approval from each Charity Trustee must be received by a nominated person (the ‘Recipient’);
- b. Following receipt of response from all Charity Trustees participating in the decision, the Recipient communicates to all of Charity Trustees by any means whether the resolution has been formally approved by the Trustee Board in accordance with this clause;
- c. The date of the decision will be the date of the communication from the Recipient confirming formal approval; and
- d. The Recipient will prepare and publish records of the decisions in accordance with [clauses 15.12 and 15.13 \(minutes\)](#)

14. Conflicts of Interest

14.1 A Charity Trustee must:

- a. 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
- b. 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.

14.2 As set out in **clause 14.5** below, 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.

14.3 If a Charity Trustee’s interest or duty cannot reasonably be regarded to 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 will be determined by a majority decision of the other Charity Trustees taking part in the decision-making process.

14.4 For the avoidance of doubt the following transactions or arrangements will be presumed as not reasonably likely to give rise to a conflict of interest provided all of the Charity Trustees have the same interest:

- a. Approval of trustee expenses policies;
- b. Payment of premiums for trustee indemnity insurance; and
- c. Receipt by a Charity Trustee in their capacity as a beneficiary of the Union of benefits which are available generally to all beneficiaries

14.5 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:

- a. Declare their interest to the Trustee Board;
- b. Only be present for the part of the meeting which, in the view of the other Charity Trustees, is necessary to inform the decision;
- c. Not be counted in the quorum for that decision; and
- d. Withdraw during the vote and have no vote on the matter

14.6 In particular, **clause 14.5** will apply to any matter that may directly or indirectly relate to the position of a Student Trustee who is or is to be remunerated as an employee by the Union.

Register of Charity Trustees’ interests

14.7 The Charity Trustees must keep a register of the Charity Trustees’ interests as declared to the Trustee Board

15. Administrative Arrangements and General Provisions

Irregularities

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

Amendments to the Constitution

15.2 The CIO Members (the Charity Trustees) and SOAS, University of London will review this Constitution every five years, with effect from the date that the Constitution comes into effect.

15.3 No amendment of this Constitution will be made which would have the effect of the Union ceasing to be a charity.

15.4 As provided by sections 224-227 of the Charity Act: This Constitution can only be amended:

- a. By resolution agreed in writing by the CIO Members of the Union; or
- b. By a resolution passed by a two-thirds majority of votes cast by a Referendum or at a General Meeting of the Student Members of the Union.

15.5 In accordance with section 226 of the Act, [clause 3 \(Objects\)](#) and [clause 5 \(Limitation on private benefits\)](#) and [clause 7 \(Dissolution\)](#) or any provision where alteration would provide authorisation for any benefit to be obtained by Charity Trustees or CIO Members or persons connected with them may not be amended without prior written consent of the Charity Commission.

15.6 With the exception of where any amendment to the Constitution is an inconsequential amendment due to a change in the Schedules (for example, the number or heading names of Clauses), any amendment to the Constitution will require the following:

- a. The proposal to amend the Constitution must be published to all Student Members;
- b. A period of time set out in the Schedules during which Student Members can submit any suggested amendments to the Proposals to be considered by the Trustee Board. For the avoidance of doubt, The Trustee Board has the discretion to accept or reject the suggested amendments submitted by Student Members;
- c. A further resolution published by the Trustee Board for all Student Members to approve the Proposal or revised Proposal containing amendments submitted by Student Members in accordance with **clause 15.5b** which the Trustee Board in their absolute discretion have accepted.
- d. A copy of any resolution altering the Constitution, together with a copy of the Union’s constitution as amended must be sent to the Charity 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.
- e. The prior approval of the SOAS Trustee Board is required for any amendments to the Constitution

Schedules

15.7 The Charity Trustees and the Student Members have the power to jointly make, repeal or amend Schedules to this Constitution in order to provide rules for the proper conduct and management of the Union, provided that such Schedules are not inconsistent with this Constitution.

15.8 Copies of any such Schedules currently in force must be made available to any Member of the Union on request.

Keeping of Records and Registers

15.9 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.

15.10 The Charity Trustees must comply with the requirements of the Charity Act 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.

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- 15.11 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.
- 15.12 The Members of the Union have the right to ask the Charity Trustees questions in writing about the content of any documents referred to in **clause 15.10** above.

Minutes

- 15.13 The Charity Trustees must keep minutes of all:
- a. Appointments of officers made by the Charity Trustees;
 - b. Proceedings at general meetings of the Union;
 - c. Meetings of the Charity Trustees and committees of Charity Trustees including:
 - I. The names of the Charity Trustees present at the meeting
 - II. The decisions made at the meetings; and
 - III. Where appropriate the reasons for the decisions
 - IV. Decisions made by the Charity Trustees otherwise than in meetings
- 15.14 The minutes of the meetings referred to in **clause 15.12** above will normally be considered open and will be available to Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters.

Indemnity

- 15.15 Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Charity Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

16. Communications

Communications to the Union

- 16.1 Any Member or Charity Trustee may send documents or information to the Union:
- a. by hand; or
 - b. by post
- by sending it to the principal office or any other address specified by the Union for this purpose.
- 16.2 Any Member or Charity Trustee may send documents or information to the Union in Electronic Form or by Electronic means (for example by email), provided that:
- a. in the case of documents or information sent in Electronic Form, the Union has agreed (generally or specifically) to receive documents or information in that form (and has not revoked that agreement), or is treated as having agreed to receive documents or information in that form under **clauses 16.5 – 16.8** (below)
 - b. documents or information sent by Electronic means must be sent to either:
 - I. an address specified by the Union for the purpose; or
 - II. an address to which **clause 16.1** applies; and
 - c. communications sent by Electronic means must be authenticated in a manner which is satisfactory to the Union

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Communications by the Union

16.3 The Union may send documents or information to any Member or Charity Trustee by hand or by post, by handing it to them or by sending it to:

- a. an address specified for the purpose by the intended recipient; or
- b. their address as shown in the Union's register of Members or Charity Trustees (as appropriate); or
- c. where the Union is unable to obtain an address falling within **clauses 16.3 (a) or (b)**, the intended recipient's last address known to the Union.

16.4 The Union may send or supply documents or information to any Member or Charity Trustee in Electronic Form or by Electronic means (including by email or by making it available on the website), provided that:

- a. the intended recipient has agreed (generally or specifically) to receive documents or information in that form or by such means (and has not revoked that agreement); or
- b. (in the case of documents or information sent in Electronic Form) the intended recipient is treated as having agreed to receive documents or information in that form or by such means under **clause 16.5**; or
- c. (in the case of documents or information made available via a website) the intended recipient is treated as having agreed to receive documents or information in that manner under paragraph 10 of Schedule 3 of the General Regulations.

Union's agreement to electronic communications

16.5 Any Member or Charity Trustee, by virtue of becoming a Member and 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.

16.6 When communicating any notice or proposal via a website, the Charity Trustees must take reasonable steps to ensure that Members and Charity Trustees are promptly notified of the publication of any such notice or proposal.

16.7 Notwithstanding the General Regulations, if the Union sends or supplies documents or information to another person in Electronic Form the Union will not be treated as having agreed to accept a response in Electronic Form unless the document or information specifically states that the Union agrees to accept responses in Electronic Form and gives an address to which responses may be sent in Electronic Form.

16.8 Subject to the General Regulations and Dissolution Resolutions, a Charity Trustee or other person (other than in their capacity as a Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time and for the specified time to be less than 48 hours.

Deemed Delivery

16.9 Where any document or information is sent or supplied by the Union to the Charity Trustees or the Members;

- a. where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays and Public Holidays) after it was posted;
- b. where it is sent or supplied by electronic means, it is deemed to have been received on the same day that it was sent;
- c. where it is sent or supplied by means of a website, it is deemed to have been received
 - I. when the material was first made available on the website; or
 - II. if later, when the recipient received (or is deemed to have received) notice of the fact that the material is available on the website.

16.10 The intended recipient of a document or information may agree generally or specifically with the Union that it is deemed to be received within a shorter period than that specified in **clause 16.9**

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16.11 Notwithstanding anything in this **clause 16**, the Union may send or supply any document or information to Student Members (whether under the Constitution or otherwise) in such manner as the Union thinks fit. In particular (but without limitation) if the Union is aware of a Student Member's email address, the Union may communicate with the Student Member using that address, and the Union may communicate with Student Members via website.

16.12 Further provisions governing the Union's communications with its Student Members may be set out in the Schedules.

17. Definitions and Interpretation

In this Constitution the following terms have the following meanings:

17		
17.1	'Academic Year'	The period between September in on Year to June in the next Year determined by the Union as the period during which Students are required to be registered with SOAS. Each Academic Year is for the time being divided into three terms
17.2	'Appeal Body'	Panel of members to hear appeals, as set up in line with 11.28.
17.3	'Appointments Committee'	Panel of members to deal with Trustee recruitment in line with clause 11.35
17.4	'Board of Trustees' or 'Board'	The board of the Charity Trustees of the Union
17.5	'Chair'	The chair of the Board of Trustees, who shall be Co-President Democracy and Education in accordance with clause 13.3
17.6	'Charity Act'	The Charities Act 2011, as amended from time to time.
17.7	'CIO Members'	The Charity Trustees
17.8	'clear working days'	In relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect, and excluding Saturdays, Sundays and Bank Holidays and Union closure
17.9	'Code of Practice'	The code of practice relating to SOAS' obligations under Section 22 of the Education Act
17.10	'Connected Person'	Any person falling within one of the following categories and where payment to that person might result in the relevant Charity Trustee obtaining benefit: a) any spouse, civil partners, parent, child, brother, sister, grandparent, grandchild of a Trustee; or b) the spouse or civil partner of any person in a); c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital
17.11	'Constitution'	This Constitution of the Union

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17.12	‘Co-President Democracy & Education’	A sabbatical trustee of the Union as elected by the Members in accordance with the Schedules
17.13	‘Deputy Chair’	The deputy chair of the Board of Trustees, who will be appointed in accordance with clause 13.4
17.14	‘Dissolution Regulations’	The Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012, as amended from time to time.
17.15	‘Education Act’	The Education Act 1994, as amended from time to time.
17.16	‘the Executive Committee’	Means the Sabbatical Trustees and the elected Part Time Officers
17.17	‘in writing’	Means written, printed or transmitted writing including electronic communications
17.18	‘General Meeting’	Either an Annual General Meeting or Extraordinary Meeting, called under clause 9.
17.19	‘General Regulations’	The Charitable Incorporated Organisations (General) Regulations 2012, as amended from time to time.
17.20	‘Members’	Student members of the Union being the Students at SOAS [as further defined in clause 17.21] and the Sabbatical Trustees
17.21	‘Office’	The head office of the Union
17.22	‘Part Time Officers’	
17.23	‘Personal Interest’	A financial interest or an interest that does not arise in the ordinary course of being a Member or a Charity Trustee (for example being a member of a club or society)
17.24	‘Petition’	A documented petition of Students
17.25	‘Policy’	Representative and campaigning policy set by Referenda or the General Meeting in accordance with clauses 9.2 and 9.27
17.26	‘Referendum’	A ballot in which all Members of the Union are entitled to cast a vote in accordance with the Schedules
17.27	‘Sabbatical Trustee’	A Charity Trustee elected in accordance with clause 11.19 , also known as ‘sabbatical officer’ or ‘Co-President’ or ‘full time officer’
17.28	‘Schedules’	The Schedules setting out the working practices of the Union made from time to time in accordance with Clause 15.6 and 15.7
17.29	‘Senior Staff Member’	The Senior Staff Member of the Union
17.30	‘SOAS’	SOAS University of London, also known as The School of Oriental and African Studies, incorporated by Royal Charter in 1916

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17.31	‘Student’	Any individual who is formally registered for an approved programme of study provided by SOAS. For the avoidance of doubt SOAS will determine whether or not an individual has student status.
17.32	‘Student Trustee’	The Members elected to be Charity Trustees of the Union whilst continuing their studies at SOAS
17.33	‘Trustee’ and ‘Trustees’ and ‘Charity Trustees’	The Sabbatical Trustees and Student Trustees
17.34	‘Union’ and ‘Students’ Union’	SOAS Students’ Union

17.35 Words importing the singular will include the plural and vice versa

17.36 Any reference to a statute, statutory provision or subordinate legislation (‘legislation’) will (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation