



# PROPOSED CONSTITUTION.

>> MAY 2019



**Royal Holloway Students' Union (RHSU)  
Constitution (Articles and Byelaws)**

An unincorporated organisation  
Charity number: 1141998

**Version Control**

This section ensures that all members and staff understand how the constitution was approved and amended.

Version	Proposal summary	Date of approval
1	Full review of Constitution and Byelaws	Cross campus referenda: Board of Trustees: College Council Charity Commission:

**The Articles**

This section provides a high level overview of how the Students' Union operates, and sets the limits for what we can and cannot do. It can only be changed when students, the Trustees, the College and the Charity Commission agree.

Article No.	Description
1	Introduction
2	Objects
3	Powers
4	Membership
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**Byelaws**

This section provides more detail on specific areas of the Students' Union, and deals with some operational issues. It can be changed when students and the Trustees agree.

Byelaw	Description
A	Elections
B	Referenda
C	Policy Inquiry
D	Full-time Officers
E	Student Executives
F	Board of Trustees Subcommittees
G	Student Groups
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I	Student Collectives
J	Members' Code of Conduct
K	Statutory Complaints Procedure
L	Members' Disciplinary Procedure
M	Financial Regulations
N	Transitional Arrangements (Temporary Byelaw)

## **The Articles of Association**

### **1. Introduction**

The name of the association is 'Royal Holloway and Bedford New College Students' Union'.

In this Constitution, the association may be referred to as 'the Charity', 'the Students' Union', 'the Union' or as 'RHSU'.

RHSU is the recognised students' union, within the meaning of the Education Act (1994), of Royal Holloway and Bedford New College, University of London which, in this Constitution, may be referred to as 'Royal Holloway', or 'the College'.

RHSU's principal office is in England.

### **2. Charitable Objects**

The Union's charitable objects are the advancement of education of students at Royal Holloway, University of London for the public benefit.

RHSU makes life better for students at Royal Holloway by:

- i. Promoting their interests during their course of study by representing, supporting and advising them.
- ii. Being the recognised representative channel between them, and Royal Holloway University of London, and any other external bodies.
- iii. Providing social, cultural, sporting and recreational activities and forums for discussions and debate, for their personal development.

### **3. Powers**

The students' union has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the students' union has power to:

- i. Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The students' union must comply as appropriate with sections 124 and 125 of the Charities Act (2011) if it wishes to mortgage land.
- ii. Buy, take on lease or in exchange, hire or otherwise acquire any property and equip it for use.
- iii. Sell, lease or otherwise acquire any or all part of the property belonging to the students' union. In exercising this power, the students' union must comply as appropriate with sections 117 and 119-123 of the Charities Act (2011).
- iv. Employ and remunerate staff as necessary for carrying out the work of the students' union. The students' union may employ or remunerate a Full-time Officer Trustee only to the extent that it is permitted to by Article 13.
- v. Deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of the students' union to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act (2000).

### **4. Membership**

The Union has the following categories of membership:

- i. Student Members
- ii. Strategic Members
- iii. Associate Members

iv. Honorary Members

4.1 Student Members:

Student Members are all registered students of Royal Holloway, University of London, subject to the College's statutes and regulations. This includes Full-time Student Officers for the duration of their term of office.

The following are rights which membership of the Union confers on student members:

- i. To have access to, and use of, facilities provided by the Union for its members
- ii. To attend and participate in meetings of the Union (whether electronic or physical), subject to agreed proceedings
- iii. To become members of student groups, and to hold elected office within such a group
- iv. To participate in the democratic structures of the Union, including standing for election, and voting in elections and referenda
- v. To represent the Union at external conferences, such as the National Union of Students

Student members cease to be members upon:

- i. Termination of enrolment from the College
- ii. Exercising their right to opt out through any means provided by the College

4.2 Strategic Members

Strategic Members are not students at Royal Holloway, but are people who have longer term interests in the success of the Students' Union. Strategic members have the right to attend and participate in meetings of the Union, but cannot participate in the democratic structures.

- i. External Trustees of the students' union
- ii. The Chief Executive

Strategic members cease to be members upon leaving post.

4.3 Associate Members

Associate Members are not students at Royal Holloway, but are people who pay a subscription to the Students' Union and who thereby receive some of the entitlements of membership, such as access to services. The Board (or a subcommittee) will publish a policy on subscription and membership entitlement.

Associate Members cease to be members upon:

- i. Non-payment of subscriptions
- ii. Notifying the President in writing of their decision to resign their membership
- iii. A resolution of the Board

4.4 Honorary Members

A referendum, the Board or a nominated subcommittee, may grant honorary membership to any person or group who has made a significant positive contribution to the Students' Union, or to student life at Royal Holloway. The Board will publish a policy on membership entitlement.

Honorary Members cease to be members upon:

- i. Notifying the President in writing of their decision to opt-out of membership
- ii. A resolution passed by referendum

- iii. A resolution of the Board

#### 4.5 Suspension and Termination of Rights

The Board (including through chair's action) may suspend or terminate any or all rights of any member on reasonable grounds, in accordance with the code of conduct and disciplinary procedure set out in the byelaws. For the avoidance of doubt, this includes the right to stand and vote in election, and to hold elected office.

The rights of student members are subject to the regulations of the College and may not be interpreted so as to conflict with them. The statutory duties of officers and committees of the Union, and any requirements of the College's Code of Practice relating to Students' Unions, shall take precedence over the rights of all members.

### **5. Policy**

Decisions over the Policy and Plans of the Students' Union shall always be made with due regard to student interests and involvement. Formal decisions can be made via the following mechanisms:

- i. Student Executives
- ii. The Officer Group
- iii. Policy Inquiry
- iv. Referenda
- v. The Board of Trustees

Other than the Board, policy making bodies or processes do not have the power to mandate staff members for specific action (other than Full-time Officers), direct the Union to spend money, or contradict policy set by a body higher in the increasing order of precedence set out above.

#### 5.1 Policy of the Union

Policy of the Union will consist of statements which describe that which is in the best interests of students and the Students' Union, and the basis upon which officers, representatives and other bodies outlined within the constitution should make plans and day to day decisions. It will be determined, revised and revoked by referenda and will be set out in a schedule to this constitution.

#### 5.2 Contemporary Resolutions

Contemporary Resolutions will consist of time limited resolutions arising from specific issues, events or circumstances which consist of specific beliefs about the issue, and a proposed approach. They will act as a mandate for elected Officers and Student Executives. They may be proposed by any member but will require the majority support of at least one Student Executive or a minimum number of student members in order to go forward to referendum, as further detailed in Byelaw B.

The Board is legally responsible for ensuring that, in setting Policy of the Union and Contemporary Resolutions, the Union meets its legal obligations and avoids undue risk.

The right of policy making bodies to speak on behalf of Royal Holloway students is undisputed, but relevant policy development bodies will engage with the Union's professional staff team at an early opportunity, so that advice on legal obligations and risk is available at the deliberative stages of development.

The Board will endeavour to manage risk associated with Policy and Contemporary Resolutions, rather than seeking to override a legitimate expression of student positions on key issues.

#### 5.4 Plans of the Union

Plans of the Union will consist of intended actions arising from policy, manifesto commitments, and consultations carried out by Union. They will be approved by either the relevant Student Executive or the Union's Board of Trustees (or delegated subcommittee) on an annual basis, and developed in consultation with students, staff and Officers of the Union.

### **6. Elections (see Byelaw A)**

As a democratic, student-led, organisation, student members shall elect the political leadership of the organisation on an annual basis. The Officer Group will be responsible for identifying a list of all further offices to be elected in the coming academic year, in consultation with the relevant Student Executives.

#### 6.1 The Returning Officer & Deputy Returning Officer

The Returning Officer and Deputy Returning Officer for all cross campus elections and referenda will be appointed by the Board on an annual basis, and their name will be notified to the College.

The Returning Officer will be an external person with significant experience of overseeing elections, who will interpret Byelaw A, and their rulings are final. The Deputy Returning Officer will be a senior member of staff with operational responsibility for the elections.

The Deputy Returning Officer can appoint further staff members as Assistant Returning Officers. The Deputy Returning Officer, and Assistant Returning Officers have all the authority of the Returning Officer, subject to appeal.

The Returning Officer will report on the success of each election to the Board, and via the annual report to the College Council.

### **7. Referenda (see Byelaw B)**

A referenda involves a cross campus poll of all student members. It may involve more than one option for students to consider (known as a preferendum), and may be called to:

- i. Agree, amend or reject Policy of the Union
- ii. Agree or reject a Contemporary Resolution of the Union
- iii. Agree or reject an affiliation by the Union to an external organisation
- iv. Amend this constitution
- v. Censure or remove an Office Holder or Trustee of the Union
- vi. Wind up or dissolve the Union

A referendum may be called by:

- i. A simple majority of a Student Executive
- ii. A simple majority of the Officer Group
- iii. The President, on receipt of a verified petition of 500 student members
- iv. A resolution of the Board

The following criteria must be met for any decision to pass.

Decisions made by simple referendum (i.e. two options) on all matters of Policy and Contemporary Resolutions are valid irrespective of turnout, and shall take place under 'First past the Post' system.

Decisions made by preferendum (i.e. more than two options) on all matters of Policy and Contemporary Resolutions are valid irrespective of turnout, and shall take place under the 'Alternative Vote' system.

Decisions made to amend the Constitution or to reject an affiliation of the Union require a quorum of 5% of registered student members to vote. It may take place under First Past the Post (where a simple majority is required), or where more than two options are under consideration, the Alternative Vote System.

Decision made to censure or remove an Office Holder or Trustee of the Union require a quorum of 5% of registered student members to vote, and must pass with a two thirds majority including abstentions under the First Past the Post system.

The Students' Union may conduct a referendum by electronic means, provided that:

- i. An email notice is sent to student members, explaining the purpose of the vote, detailing the resolution to be put to vote with accompanying text or documents, and the voting procedure.
- ii. The email notice is sent at least 14 days before the deadline for the submission of votes.
- iii. A person independent to the Union can attest to the security and independence of the electronic method to be used.

The Officer Group shall have responsibility for developing the exact wording of the question for consideration at referendum, with approval from the Deputy Returning Officer to ensure it is fair and balanced.

## **8. Policy Inquiry (see Byelaw C)**

A Policy Inquiry is a formal process commissioned by the Union to investigate a specific issue and propose Policy, Plans and actions having involved students in investigation and deliberation.

A Policy Inquiry can be called by:

- i. A simple majority of a Student Executive
- ii. A simple majority of the Officer Group
- iii. The President, on receipt of a verified petition of 500 student members
- iv. A resolution of the Board (or delegated subcommittee)

The structure and terms of reference for each Policy Inquiry will be determined by the Officer Group or appropriate Student Executive, but should reflect the general principles set out in Byelaw C.

## **9. Full-time Officers & The Officer Group (see Byelaw D)**

Full-time Officers are 'major union office holders', for the purposes of the Education Act (1994), and are elected in an annual secret ballot of student members. They are individually and collectively accountable for using their power to ensure that the Union is effectively delivering its Objects, in line with its strategy.



The Full-time Officers are the President, and up to three Vice Presidents. Byelaw D describes the specific responsibilities of the Full-time Officers. These will be reviewed by the Board at least every two years.

The Full-time Officers have multiple accountabilities:

- i. They are accountable to students in their roles as elected representatives
- ii. They are accountable to Board in their roles as Trustees of the Union
- iii. They are accountable to the Union in their roles as paid employees

The Chief Executive will ensure that sufficient training and development is available to enable them to effectively discharge the various responsibilities of their office.

The Officer Group has overall responsibility to set out and promote the interests of the student members as from time to time determined by policy resolution and suggested by election and consultation.

It shall advise the Board of any implications for the use of resources arising out of this. It shall also act as the political leadership of the Union, setting out plans for approval and working to implement those plans.

#### **10. Student Executives (see Byelaw E)**

The Officer Group will have a series of democratic subcommittees known as 'Student Executives'. Their composition and role will be set out in Byelaw E. Their responsibilities will be to lead on specific areas of the Union's activity.

#### **11. Board of Trustees (see Byelaw F)**

The charity trustees manage the affairs of the Union and may for that purpose exercise all of the powers of the Union. Each charity trustee has the duty to:

- i. Exercise their powers and perform their duty as a trustee of the Union in a way that they decide, in good faith, would be most likely to further the purposes of the students' union.
- ii. Exercise, in the performance of these functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - a. The democratic nature of the Union, and the Union's multiple accountabilities
  - b. Any special knowledge or experience that they hold themselves as having
  - c. 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

For the avoidance of doubt, the Board shall have the power to overrule decisions made by referenda, decisions of the Officer Group, Student Executive or any other named office holder or body of the Union. This should usually only be taken on the following grounds:

- i. Financial risk
- ii. Legal requirements

The Board shall seek appropriate advice before exercising its power to overrule.

The Board shall have the power to reject a call for referendum and trigger a Policy Inquiry on the issue, before seeking approval on the matter from student members.

### 11.1 Appointment of Trustees

The Union's Trustees and voting members are:

- i. The Full-time Officers of the Union, with the President as Chair
- ii. Three student members, appointed by a mechanism agreed by the Board for a term of office of up to one year (known as Student Trustees)
- iii. At least four, but no more than five independent Trustees, appointed by a mechanism agreed by the Board, for a term of office of three years (known as External Trustees)

Trustees may serve up to two terms of office in each category of membership, subject to successful reappointment by the Board.

The Board may, after reflecting on the skills and experience of its members, co-opt up to two ordinary members or external persons to improve the quality of its meetings. Co-opted members may serve for up to for one year but do not have voting rights.

### 11.2 Meetings of Trustees

The President will call meetings of the Board at least four times in each academic year, or on request of any other two trustees. The quorum for the Board will be half of its voting membership rounded down, provided that at least one Full-time Officer Trustee, one Student Trustee, and one External Trustee is present.

The President will be the Chair of the Board of Trustees. The Vice Chair will be one of the External Trustees, elected by the Board.

Questions arising at a meeting will be resolved by a majority of those present and eligible to vote. In the case of an equality of votes, the Chair will have a second or casting vote.

A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. Any trustee participating at a meeting by suitable electronic means will qualify as being present at the meeting. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

### 11.3 Decisions of Trustees

The Board may make decisions in meetings of the trustees, or by unanimous agreement of a resolution in writing or electronic form, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

The Union will execute documents by signature. A document is validly executed if it is signed by any two of the trustees, one of whom must be a Full-time Officer Trustee.

### 11.4 Delegation of Powers

The Board may delegate any of their powers or functions to a subcommittee or subcommittees and, if they do, must determine the terms and conditions on which the delegation is made. The Board may at any time alter these terms and conditions, or revoke the delegation.

This power is in addition to the power of delegation in the Charity Commission's General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements:

- i. A committee may consist of two or more persons, but at least one member of each subcommittee must be a trustee.
- ii. The acts and proceedings of any subcommittee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable.
- iii. The trustees will, at an interval of no more than two years, review the arrangements which they have made for the delegation of their powers.

The Board delegates its day-to-day functions, including the management of financial and human resources, to the Chief Executive, who will also act as Secretary to the Board. The Chief Executive will report to the Board on the success of the Union at regular intervals.

#### 11.5 Removal of Trustees

Trustees cease to hold office upon:

- i. Notifying the Chair of Trustees (or Vice Chair in the case of the President) in writing of their decision to resign their membership, provided that there will remain at least three Trustees in office.
- ii. Being absent from their duties for a period of three months, without permission from the Board, and following a resolution of the Board that the office be vacated.
- iii. Receipt of the written opinion of a medical practitioner that the person is physically or mentally incapable of acting as a trustee and may remain so for more than three months.
- iv. Is disqualified from acting as a trustee by virtue of section 178-180 of the Charities Act (2011) (or any statutory re-enactment or modification of that provision).
- v. A resolution of the membership following a referendum in line with article 7 of this constitution. Any trustee who may be removed in these ways must be given 14 days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and be given a reasonable opportunity of making a representation to student members.

#### 11.5 Saving Provisions

All decisions of the trustees, or of a committee of the trustees, will be valid notwithstanding the participation in any vote of a charity trustee who:

- i. Was disqualified from holding office.
- ii. Had previously retired or who had been obliged by the Constitution to vacate office.
- iii. Was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.
- iv. If, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.
- v. These saving provisions do not permit a trustee to keep any benefit that may be conferred upon them by resolution of the trustees or a committee of the trustees if, but for the saving provisions, the resolution would have been void, or if the trustee has not complied with article 13.

### **12. Application of Income and Property**

The income and property of the Union must be applied solely towards the promotion of the objects.

A trustee is entitled to be reimbursed from the property of the students' union or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the students' union.

A trustee may benefit from trustee indemnity insurance cover purchased by the Union in accordance with, and subject to the conditions in, section 189 of the Charities Act (2011).

None of the income or property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Union. This does not prevent a member who is not also a charity trustee receiving:

- i. A benefit from the Union as a beneficiary
- ii. Reasonable and proper remuneration for any goods or services supplied to the Union

Nothing in this clause will prevent a trustee or connected person receiving any benefit or payment which is authorised by article 13.

### **13. Benefits and Payments to Trustees and Connected Persons**

No trustee or connected person may:

- i. Buy or receive any goods or services from the Union on terms preferential to those applicable to members of the public
- ii. Sell goods, services, or any interest in land to the Union
- iii. Be employed by, or receive any remuneration from, the Union
- iv. Receive any other financial benefit from the Union

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

#### 13.1 Permitted Benefits of Trustees and 'Connected Persons'

A trustee or connected person may receive a benefit from the Union as a beneficiary, provided that it is available generally to the wider beneficiaries of the Union.

A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Union where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

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

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

A trustee or connected person may receive rent for premises let by the trustee or connected person to the Union. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

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

#### Payment of Full-time Officer Trustees

For the avoidance of doubt, the Union has power to remunerate Full-time Officer Trustees under contracts of employment, provided that:

- i. The authorisation under this provision does not extend to the service of acting as a trustee
- ii. Full-time Officer Trustees and connected persons consider their conflict of interest, and have no part in considering or approving the level of remuneration authorised by this provision
- iii. No more than half of the Board in any financial year are remunerated in this way, notwithstanding any vacancies which may occur during a financial year so long as the Union uses all reasonable endeavours to fill any vacancies as soon as possible.

#### Payment for the Supply of Goods Only

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

- i. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Union and the trustee or connected person supplying the goods ("the supplier").
- ii. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- iii. The other trustees are satisfied that it is in the best interests of the Union to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
- iv. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or it with regard to the supply of goods to the Union
- v. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- vi. The reason for their decision is recorded by the trustees in the minutes.
- vii. A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 12.

In this clause:

For the avoidance of doubt, this clause applies to any company in which the Union:

- i. Holds more than 50% of the shares or
- ii. Controls more than 50% of the voting rights attached to the shares or
- iii. Has the right to appoint one or more directors to the board of the company;

#### **14. Conflicts of Interest and Loyalty**

A trustee must:

- i. Declare the nature and extent of any interest, direct or indirect, which they may 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.
- ii. Absent themselves from any discussions of the 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).

Any 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 trustees on the matter.

#### **15. Amendments to the Constitution**

The articles may be amended by student members, through a resolution agreed:

- i. In writing by all student members
- ii. By referenda as set out in Article 7 of the Constitution

All proposed amendments to the Articles also require the consent of the trustees and College Council, in line with the Education Act (1994).

Any alteration of clause 2 (Objects), clause 18 (Dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members of the students' unions or persons connected with them, requires the prior written consent of the Charity Commission.

No amendment that is inconsistent with the provisions of the Charities Act (2011) or the General Regulations will be valid.

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 College Council consents to the resolution. The amendment does not take effect until it has been recorded in the Register of Charities.

The Board will ensure consistency and ease of reading by having power to amend titles, numbers and letters of clauses and sections of the Constitution and Byelaws.

#### **16. Establishment of Byelaws**

The Union may make such reasonable and proper Byelaws as it deems necessary or expedient for the proper conduct and management of the organisation, but such Byelaws must not be inconsistent with the provision of this Constitution. Copies of the Byelaws currently in force must be made available to any member on request.

Byelaws may be amended by a joint resolution by referenda and the agreement of the Board.

The Board may also, exceptionally, amend the Byelaws on its own authority, provided that a resolution to do so is approved by a two-thirds majority vote, and supported by at least two Full-time Officer Trustees, two Student Trustees, and two External Trustees.

#### **17. Affiliations**

The Union may affiliate to organisations which may contribute to the successful achievement of its Objects. Affiliations will be reported to the student members annually, who may exercise their right under Article 7 to challenge and reject such an affiliation.

#### **18. Dissolution**

As provided by the Charity Commission's Dissolution Regulations, the Union may be dissolved by resolution of its student members. Any decision by the student members to wind up or dissolve the Union can only be made by

- i. A written resolution signed by all student members
- ii. A resolution agreed by a referendum in line with Article 7

A decision by the student members to dissolve the Union also requires the consent of the Board.

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

If the resolution does not contain such a provision, the trustees must decide how any remaining assets will be applied. In either case, the remaining assets must be applied for charitable purposes the same as or similar to those of the Union.

The Union must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Union to be removed from the Register of Charities, and in particular the trustees must send with their application to the Charity Commission:

- i. A copy of the resolution passed by the Union's student members.
- ii. A declaration by the trustees that any debts and other liabilities of the Union have been settled or otherwise provided for in full.
- iii. A statement by the trustees setting out the way in which any property of the Union has been or is to be applied prior to its dissolution in accordance with this Constitution.

The trustees must ensure that a copy of the application for dissolution is sent within seven days to every member and employee of the Union and to any trustee who was not privy to the application.

### **19. Incorporation**

The Trustees of the Union, may at any time decide to recommend to the membership the incorporation of the Charity. This should be considered on an annual basis.

### **20. Complaints (see Byelaw K)**

The Union will publish a Statutory Complaints Procedure in a Byelaw, which will demonstrate how members may complain if they are dissatisfied by their dealings with the Union or if they feel they have been unfairly disadvantaged by reason of having exercised their right not to be a member of the Union.

The Union may determine that other complaints procedures are appropriate for specific circumstances, such as in relation to the provision of services, or in connection with elections. The Chief Executive will ensure that any complaints procedures in force are widely published and available.

### **21. Student Groups & Collectives (See Byelaws G, H and I)**

The Union shall approve, support and develop official Student Groups and Student Collectives. The procedure and criteria for allocating resources to groups and collectives will be fair, set down in writing and freely accessible to all students in accordance with the Byelaws.

## **Byelaws of the Constitution**

### **Byelaw A: Elections**

#### **1. Purpose**

This Byelaw has been established to ensure the conduct of free and fair elections, under Article 6 of the Constitution.

It sets out key principles and major requirements, but it also gives Board and the Returning Officer the power to develop local rules and regulations as they deem appropriate.

#### **2. The Returning Officer & Deputy Returning Officer**

The Returning Officer and Deputy Returning Officer are outlined in Article 6 of the Constitution.

For the purpose of this byelaw, reference to the Returning Officer may also include the Deputy Returning Officer, where duties have been delegated.

#### **3. General Regulations**

The Board will publish a set of election rules on an annual basis. The Elections Rules will set out:

- i. The names of the Returning Officer and Deputy Returning Officer for all elections
- ii. Eligibility to stand and vote
- iii. Process for nomination
- iv. Standards of behaviour expected by candidates and campaigners
- v. The process for casting a vote
- vi. The way that the vote will be counted
- vii. The way that the result will be declared

#### **4. Eligibility and Nominations**

The Returning Officer will publish a process for nominations to be received before each round of elections. The Returning Officer will confirm that candidates for Full-time Officer Trustee positions understand that they will also be charity trustees, and are eligible to serve, before accepting the nomination.

The Returning Officer will identify which student members are able to vote and stand in each round of elections.

All student members will be eligible to stand and vote in elections for Full-time Officer Trustees, and National Union of Student Conference delegates. Any election which has a defined electorate will be identified in the Elections Rules.

#### **5. Campaigning**

This byelaw does not create specific rules for the conduct of candidates and their campaign teams, as the Union wishes to support innovative campaigning, and does not wish to attempt to create a list which could prove limiting in future.

The Union does expect all candidates and campaign teams to behave in a way that upholds the Union's good reputation, reflects our values, and champions our equality and diversity policies.

The Elections Rules will make clear any specific requirements that arise from time to time, and the Returning Officer has the power to enforce these through the Elections Complaints Procedure.



Full-time Officer Trustees will be required to use annual leave to campaign when the ballot is open in any election in which they are a candidate.

#### 6. Voting

All cross campus elections will use a transferrable voting system; single position elections such as Full-time Officer Trustees will use the Alternative Vote (AV), and multiple position elections such as NUS delegates will use the Single Transferrable Vote (STV).

All elections will include an option to vote for the reopening of nominations. If this option is successfully elected, the Returning Officer will declare the position vacant, and will make arrangements for the election of a casual vacancy.

As a general principle, any positions for the coming year which become vacant will be elected early after the start of the coming year. The President and the Chief Executive will consider the best opportunity to fill a casual vacancy as they arise and have the discretion to hold positions vacant until the next regular opportunity.

#### 7. Election Complaints

The Returning Officer will publish an Elections Complaints Procedure, which should make clear how:

- i. Students will submit complaints
- ii. The complaint will be investigated
- iii. A sanction, if appropriate, will be determined
- iv. Appeals may be submitted
- v. Appeals will be heard

The Returning Officer has power to determine that:

- i. There has been no breach of the Elections Rules
- ii. The election should be paused, until such time as the Returning Officer is satisfied that it may continue
- iii. A candidate or group of candidates may be removed from the election entirely
- iv. A specific election may have its result set aside
- v. The election in its entirety is null and void, before any result has been declared

The Returning Officer also has the power to implement other sanctions, but these must clearly be set out in the rules and regulations approved by the Board.

After the appeal process has concluded, there is no further opportunity to contest a decision of the Returning Officer. The main Statutory Complaints Procedure (Byelaw K) will only be appropriate if there is probable cause to investigate a complaint that no confidence can be placed in the entire elections process.

## **Byelaw B: Referenda**

### **1. Purpose**

This Byelaw has been established to ensure the conduct of free and fair referenda, under Article 7 of the Constitution.

It sets out key principles and major requirements, but it also gives Board and the Returning Officer the power to develop local rules and regulations as they deem appropriate.

### **2. The Returning Officer & Deputy Returning Officer**

The Returning Officer and Deputy Returning Officer are outlined in Article 6 of the Constitution.

For the purpose of this byelaw, reference to the Returning Officer may also include the Deputy Returning Officer, where duties have been delegated.

### **3. General Regulations**

A referenda involves a cross campus poll of all student members. It may involve more than one option for students to consider (known as a preferendum), and may be called to:

- i. Agree, amend or reject Policy of the Union
- ii. Agree or reject a Contemporary Resolution of the Union
- iii. Agree or reject an affiliation by the Union to an external organisation
- iv. Amend this constitution
- v. Censure or remove an Office Holder or Trustee of the Union
- vi. Wind up or dissolve the Union

A referendum may be called by:

- v. A simple majority of a Student Executive
- vi. A simple majority of the Officer Group
- vii. The President, on receipt of a verified petition of 500 student members
- viii. A resolution of the Board

The following criteria must be met for any decision to pass.

Decisions made by simple referendum (i.e. two options) on all matters of Policy and Contemporary Resolutions are valid irrespective of turnout, and shall take place under 'First past the Post' system.

Decisions made by preferendum (i.e. more than two options) on all matters of Policy and Contemporary Resolutions are valid irrespective of turnout, and shall take place under the 'Alternative Vote' system.

Decision made to amend the Constitution or to reject an affiliation of the Union require a quorum of 5% of registered student members to vote. It may take place under First Past the Post (where a simple majority is required), or where more than two options are under consideration, the Alternative Vote System.

Decision made to censure or remove an Office Holder or Trustee of the Union require a quorum of 5% of registered student members to vote, and must pass with a two thirds majority including abstentions under the First Past the Post system.

The Students' Union may conduct a referendum by electronic means, provided that:

- i. An email notice is sent to student members, explaining the purpose of the vote, detailing the resolution to be put to vote with accompanying text or documents, and the voting procedure.
- ii. The email notice is sent at least 14 days before the deadline for the submission of votes.
- iii. A person independent to the Union can attest to the security and independence of the electronic method to be used.

#### 4. The Question

The Officer Group shall have responsibility for developing the exact wording of the question for consideration at referendum, with approval from the Returning Officer to ensure it is fair, balanced and lawful.

The Union may conduct referenda at any time or place that it considers will encourage the highest level of participation.

The Returning Officer may determine that the issue proposed to be put to referendum has already been decided by referendum in the current academic year, in which case they have discretion to decline to put the question to referendum. Student members who wish to contest this ruling may do so, in the form of an appeal to the Board.

#### 5. Campaigning

This Byelaw does not create specific rules for the conduct of referenda campaign teams, as the Union wishes to support innovative campaigning, and does not wish to attempt create a list which could prove limiting in future.

The Union does expect all campaign teams to behave in a way that upholds the Union's good reputation, reflects our values, and champions our equality and diversity policies.

The Referenda Rules will make clear any specific requirements that arise from time to time, and the Returning Officer has the power to enforce these through the Referenda Complaints Procedure.

#### 6. Voting

All cross campus referenda will use either 'First Past to the Post' for decisions where there are only two options to be considered, or 'Alternative Vote' in the case of a preferenda.

#### 7. Referenda Complaints

This Byelaw requires the Returning Officer to publish a Referendum Complaints Procedure for each referendum, which should make clear how:

- i. Students will submit complaints
- ii. The complaint will be investigated
- iii. Appeals may be submitted
- iv. Appeals will be heard

The Returning Officer has power to determine that a referendum should:

- i. Be paused, until such time as the Returning Officer is satisfied that it may continue
- ii. Declared null and void before the result has been declared
- iii. Have its result set aside
- iv. Continue without hindrance

The Returning Officer will make no determination that a referendum should be run again from the beginning; this power rests with the body that called the referendum, which will need to initiate proceedings for another referendum.

After the appeal process has concluded, there is no further opportunity to contest a decision of the Returning Officer. The main Statutory Complaints Procedure (Byelaw K) will only be appropriate if there is probable cause to investigate a complaint that no confidence can be placed in the entire elections process.

## **Byelaw C: Policy Inquiry**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the operation of Policy Inquiries, under Article 8 of the Constitution.

It sets out key principles and major requirements, but it also gives the Officer Group and Student Executives the power to develop local rules and regulations as they deem appropriate.

### **2. General Regulations**

A Policy Inquiry is a formal process commissioned by the Union to investigate a specific issue and propose Policy, Plans and actions having involved students in investigation and deliberation.

A Policy Inquiry can be called by:

- i. A simple majority of a Student Executive
- ii. A simple majority of the Officer Group
- iii. The President, on receipt of a verified petition of 500 student members
- iv. A resolution of the Board (or delegated subcommittee)

### **3. Key Principles**

The structure and terms of reference for each Policy Inquiry will be determined by the Officer Group or appropriate Student Executive (including timeframes), but should usually include work within each of the following areas:

- i. Education and information: using research and insight to help student members fully understand the issue under consideration
- ii. Identification of solutions: ascertaining the full range of options that might be pursued, including working with student members to generate new ideas for consideration
- iii. Evaluation of options: an open discussion of student members regarding how these options should be judged
- iv. Decision-making: an interactive process that should involve discussion, debate and deliberation, and ultimately a vote

A Policy Inquiry should be designed to seek consensus, involve students affected by the issue directly, and promote behaviour rooted in the principles of reciprocity, mutual respect, and the common good.

A Policy Inquiry may recommend Policy, Contemporary Resolutions, Plans, recommendations to the Board and constitutional changes as appropriate.

## **Byelaw D: The Full-time Officer Group**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the Full-time Officers and the Officer Group under Article 9 of the Constitution.

### **2. Definitions**

Full-time Officers are 'major union office holders', for the purposes of the Education Act (1994), and are elected in an annual secret ballot of student members. They are individually and collectively accountable to using their power to ensure that the Union is effectively delivering its Objects, in line with its strategy.

The Full-time Officers have multiple accountabilities:

- i. They are accountable to students in their roles as elected representatives
- ii. They are accountable to Board in their roles as Trustees of the Union
- iii. They are accountable to the Union in their roles as paid employees

The Chief Executive will ensure that sufficient training and development is available to enable them to effectively discharge the various responsibilities of their office.

### **3. Powers and Responsibilities**

All Full-time Officer Trustees have powers and responsibilities including:

- i. Promoting the Union's mission, aims, objectives, policies and successes
- ii. Carrying out democratic responsibilities, such as going out and talking to students, campaigning for progressive change, encouraging inclusivity and participation
- iii. Working with the Chief Executive to make arrangements for delivering on their objectives with appropriate resources and staff support
- iv. Membership of the Officer Group, Management Committee, and Board of Trustees

Specifically, some Full-time Officer Trustees will have additional powers and responsibilities, including:

#### The President will:

- i. Be responsible for increasing participation in the democratic structures of the Union and take overall responsibility for campaigns
- ii. To deputise for the VP Education on matters relating to education, teaching quality and the learner experience
- iii. Be (jointly) overall responsible for developing the Union's work supporting student groups, with specific responsibility for student media, acting as Supervising Trustee for student-led media
- iv. Be responsible for coordinating the work of the Officer Group and act as the lead ambassador for the Union with external stakeholders
- v. Chair the Board of Trustees, and other subcommittees as required
- vi. Attend National Union of Students' Conferences as a delegate, ex officio
- vii. Attend College Council ex officio, and other appropriate committees of the College relating to the wider student experience.

#### The Vice President (Education) will:

- i. Convene and chair the Education Executive
- ii. Be overall responsible for matters relating to education, teaching quality and the learner experience

- iii. Be responsible for developing the academic representation structure at College, embedding it within the Students' Union's own democratic structures
- iv. Be (jointly) overall responsible for developing the Union's work supporting student groups, with specific responsibility for academic societies
- v. Attend Academic Board, and as appropriate other academic Committees of the College.
- vi. Act as Deputy President
- vii. Attend College Council, ex officio

The Vice President (Societies & Sport) will:

- i. Convene and chair the Societies, Sports & Opportunities Executive
- ii. Be (jointly) overall responsible for developing the Union's work supporting student groups, with specific responsibility for general societies, sports clubs and the Give it a Go programme
- iii. Attend appropriate committees of the College relating to the wider student experience.
- iv. Attend British Universities and Colleges Sport Conferences as a delegate, ex officio.

The Vice President (Wellbeing & Diversity) will:

- i. Convene and chair the Wellbeing, Community & Diversity Executive
- ii. Be overall responsible for developing our work on liberation, equality and diversity policy and practice
- iii. Be (jointly) overall responsible for developing the Union's work supporting student groups, with specific responsibility for student collectives
- iv. Take lead responsibility for campaigns related to housing, money, health, safety and general wellbeing
- v. Attend appropriate committees of the College relating to the wider student experience

4. Officer Group

The Officer Group has overall responsibility to set out and promote the interests of the student members, as from time to time determined by Policy, Contemporary Resolutions and suggested by election and consultation. It shall advise the Board of any implications for the use of resources arising out of this.

It shall act as the political leadership of the Union, setting out plans for approval and working to implement those plans.

## **Byelaw E: Student Executives**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the status and nature of Student Executives, under Article 5 of the Constitution.

### **2. Responsibilities**

Student Executives will be responsible for the development, scrutiny and maintenance of Policy and Plans in their area, identifying where work should be undertaken, and publishing formal annual work plans to student members.

Student members will be given the opportunity to make comments, suggestions, additions, deletions or ask questions, and may lodge objections which can trigger a referendum.

There is a balance between respecting the rights of students to make Policy and Plans, and the responsibilities of the Board. Within this Byelaw these refer to overtly political positions, and not to corporate policy on matters such as staffing, finance or other operational matters, which is overseen by the Board and its subcommittees. Students may have legitimate views on corporate policy and may seek to influence corporate issues, even if they are not directly making these decisions.

The Chair of each Student Executive will be responsible for ensuring regular meetings, supported by the professional staff team in the Union. This will include publishing meeting dates and an annual calendar of business, and ensuring all vacancies are filled. The quorum for each executive will be half the voting membership rounded down.

### **3. Education Executive**

The responsibilities of the Education Executive shall be:

- i. To shape and direct the Union's work regarding improving the education and academic experience of students at Royal Holloway
- ii. To determine annual priority campaigns and areas of work within this area, for example issues related to teaching, assessment or resource provision
- iii. To shape and direct academic related events provided by the Union, contributing to the planning and execution of them
- iv. To hold the VP Education accountable for their work, providing support and acting as a critical friend
- v. To coordinate the work of academic reps within the College, briefing and debriefing on school-level meetings and ensuring effective representation across the institution
- vi. To advise the Board, Officer Group and other Student Executives on issues relevant to education across other areas of work

### ***Membership***

- i. Vice President Education (Chair)
- ii. President
- iii. Vice President Wellbeing & Diversity
- iv. One representative from each School, elected at School level
- v. A representative from the Postgraduate Research Students Collective
- vi. A representative from the Postgraduate Taught Students Collective
- vii. A representative from the Commuting Students Collective
- viii. Up to 2 co-opted members approved on an annual basis



#### 4. Wellbeing, Community & Diversity Executive

The responsibilities of the Wellbeing, Community & Diversity Executive (WCD) shall be:

- i. To shape and direct the Union's work regarding wellbeing, inclusion, equality and diversity at Royal Holloway
- ii. To determine annual priority campaigns and areas of work within this area, for example issues related to health, housing and student finance
- iii. To hold the VP Wellbeing & Diversity accountable for their work, providing support and acting as a critical friend
- iv. To coordinate the work of Student Collectives, fostering intersectional collaboration in terms of activities, events and campaigns relevant to the wellbeing, community and diversity agenda
- v. To advise the Board, Officer Group and other Student Executives on issues relevant to wellbeing, inclusion, equality and diversity across other areas of work

#### *Membership*

- i. Vice President Wellbeing & Diversity (Chair)
- ii. President
- iii. One representative from each Student Collective (usually the Chair)
- iv. Up to 2 co-opted members approved on an annual basis

#### 5. Societies, Sports & Opportunities Executive

The responsibilities of the Societies, Sports & Opportunities Executive (SSO) shall be:

- i. To approve the ratification of new Student Groups, including acting as an impartial adjudicator regarding issues of duplication
- ii. To approve the mechanism for the annual allocation of resources to Student Groups, working with the professional staff team in the Union and the College
- iii. To hold the VP Societies & Sports accountable for their work, providing support and acting as a critical friend
- iv. To provide support for democratic functions within Student Groups, acting as an impartial observer for General Meetings and other events as required
- v. To advise the Board, Officer Group and other Student Executives on issues relevant to the success of Student Groups

#### *Membership*

- i. Vice President Societies & Sports (Chair)
- ii. President
- iii. Ten student members, elected from members of student groups

## **Byelaw F: Board of Trustees Subcommittees**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the operation of subcommittees of the Board of Trustees, under Article 11 of the Constitution. These Subcommittees are established under the following principles:

- i. The quorum for all subcommittees will be half of the voting members
- ii. The quorum must have at least one Full-time Officer and one External Trustee
- iii. All subcommittees will sit in good time before full meetings of the Board and will submit their minutes to the Board
- iv. The Chief Executive will nominate a staff member to act as Secretary to each subcommittee
- v. The Board will review all subcommittees every two years
- vi. The subcommittees established under this Byelaw are not definitive. The Board has the power to establish further subcommittees

### **2. Finance, Staffing and Risk Committee**

The Finance, Staffing and Risk Committee has power to:

#### *Finance powers and duties*

- i. Agree and review the budgeting, reserves and investment policies
- ii. Recommend the annual budget for approval by the full Board
- iii. Receive and scrutinise management accounts
- iv. Undertake detailed scrutiny of significant expenditure proposals (including grants to student groups) within the Scheme of Delegation, approve proposals, and monitor their implementation

#### *Staffing powers and duties*

- i. Approve human resource policies, including the overall terms and conditions of employment for staff
- ii. Approve the organisational pay award structure and ensure the fair administration of incremental awards
- iii. Receive the results of staff engagement activity, agree action and oversee success
- iv. Approve any substantive variation in senior staffing structure, and receive reports on variation in the wider staffing structure

#### *Risk powers and duties*

- i. Undertake review of high risk projects, for report to the full Board
- ii. Agree and execute the process of appointing financial auditors, for approval by the full Board
- iii. Monitor progress against the annual audit findings
- iv. Receive and monitor an annual statement of legal compliance

#### *Membership*

- i. President (Chair).
- ii. One other Full-time Officer
- iii. Two External Trustees
- iv. One Student Trustee
- v. Chief Executive
- vi. Two other member of senior staff, appointed by the Chief Executive

### 3. Appointments and Remuneration Committee

The Appointments and Remuneration Committee has power to:

- i. Search for, recruit and appoint the Chief Executive and External Trustees, subject to approval by the full Board.
- ii. Review the remuneration of, and terms and conditions of employment for, the Officer Trustees and the Chief Executive.
- iii. Undertake the annual appraisal and performance management process for the Chief Executive, for report to the full Board.

The Appointments and Remuneration Committee will act with regard to the general pay, terms and conditions of employment, and recruitment practices established by the Finance, Staffing and Risk Committee.

#### *Membership*

- i. President
- ii. The Vice Chair of the Board, an External Trustee (Chair)
- iii. One Student Trustee

### 4. Management Committee

The Management Committee has power to:

- vi. Consider important tactical issues which are timely or sensitive, and to identify opportunities and solutions for advancing the Objects and strategy of Union
- vii. Consider and approve detailed guidance for the good management of the Union
- viii. Discuss the development of the Union's budgets, strategic plan, operational plans and specific objectives, monitor progress against the budget, plans and objectives, and propose action to the Board.
- ix. Receive, consider and propose action arising from the management accounts.
- x. Consider other matters referred to it by the policy making process, or Board and its Committees.

#### *Membership*

- i. The Full-time Officers
- ii. The Chief Executive (Chair).
- iii. Senior staff, appointed by the Chief Executive

## **Byelaw G: Student Groups**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the operation of student groups, under Article 21 of the Constitution.

### **2. Definition**

Student Groups are politically autonomous bodies within the Union, responsible for providing social, cultural (including political), sporting and recreational activities and forums for students at Royal Holloway.

Student Groups are established under the following core principles:

- i. They are ratified by their peers as meeting this definition, and therefore have access to shared funding and support services provided by the Union
- ii. They are student-led, providing core leadership and development opportunities for members
- iii. They are regulated by the Union to ensure the safety and success of the group and its members
- iv. They are intended to exist for a substantial period of time, most likely more than one academic year.

### **3. Ratification**

In consultation with the Board, the Societies, Sports & Opportunities (SSO) Executive will determine any specific criteria for ratification, and will publish the application process to members. This must include:

- i. A consideration of the purpose of the group, and how its activities meet the charitable objects of the Union
- ii. A consideration of the key activities proposed to be undertaken by the group, and the relevant risks associated with this
- iii. A consideration of the financial plan for the group, and how it intends to fund its activities
- iv. A consideration of potential duplication, and how it is different from established groups

Any Student Group may be de ratified by the SSO Executive under the following conditions:

- v. If the Student Group is dormant for an academic year, with no visible activities
- vi. If the Student Group fails to elect a committee, or fails to fill vacancies for the three principal committee roles
- vii. If the Student Group requests to be de ratified, after a vote in which all paid members are able to participate

For the avoidance of doubt, any Student Group may also be de ratified under provisions set out in the Members' Disciplinary Procedure.

### **4. Membership**

Student members may join, and lead, a student group, upon completing a membership application process and payment of a fee, to be annually determined by the Union's Board of Trustees (or delegated subcommittee).

The SSO Executive will consider applications from Student Groups which wish to have a membership and leadership structure aligned to certain protected characteristics. This consideration will require a Student Group to continue to observe all other regulations and procedures that apply to its operation

## 5. Student Leadership

All Student Groups must elect their own leadership, who will be accountable to the Union and its members for the success and good conduct of the club or society. The elected leaders must provide the Union with evidence that the student group:

- i. Is run democratically (e.g. the majority of its voting committee roles are elected, and there is an elected President)
- ii. Accounts for its finances (e.g. there is an elected role specifically designated as Treasurer)
- iii. Keeps accurate records of its activity (e.g. there is an elected role specifically designated as Secretary)
- iv. Acts in line with the aims stated at the time of its ratification (i.e. the committee regularly communicates its activities with its members)

The SSO Executive will approve and annually review a model constitution for new Student Groups.

Groups will have the power to co-opt roles into their leadership structure, but the majority of roles must be elected.

Appointed roles may be removed by a vote of no confidence, in which all elected committee members of the Student Group can vote. Elected roles may be removed by a vote of no confidence, in which all student members of the Student Group can vote. In all cases, these will be overseen by the Union's Returning Officer, who will issue specific guidance.

## 6. Funding of Student Groups

The SSO Executive will receive an annual budget for Student Groups, and set priorities for its distribution.

The SSO Executive will be the principal body to agree the mechanism to distribute this funding, although it will be required to consider input from the professional staff team of the Union.

## 7. Complaints and Discipline

All Student Groups are encouraged to provide for their own complaints and disciplinary procedure within their constitution.

The Union would usually expect that a concern involving Student Groups could be settled informally in the first instance. Any person or group considering a complaint or alleging misconduct is urged to contact the Union to consider what options for informal resolution may be available.

For the avoidance of doubt, the Union's own complaints and disciplinary procedure is applicable to Student Groups.

## 8. Ad Hoc Groups

The Union will also look to support the activities of ad-hoc groups of students, who do not satisfy the criteria for either Student Group, or Student Collective. The Board (or a subcommittee) will be responsible for setting further guidance on this.

## **Byelaw H: Student Media Groups (Media Charter)**

### **1. Purpose**

This Byelaw has been established by representatives from both Trustees of the Union and the elected leaders of the Student Media Groups (Outlets). It has been developed in response to the specific needs of Student Media Outlets above and beyond those of other student groups.

- i. To establish Student Media Outlets as editorially independent student groups within the Students' Union, subject to relevant legislation
- ii. To protect Student Media Outlets with respect to their role in holding the Students' Union to account
- iii. To protect the Trustees of the Students' Union with respect to their role as those legally responsible for the activities of the charity
- iv. To make all of the above transparent and accessible for students

This charter will form part of the Union's constitution as a byelaw. It is the responsibility of the Orbital Editor, Insanity Radio Station Manager, and Rhubarb TV Station Manager that their members are made aware of this charter and adhere to it.

### **2. Rights & Responsibilities**

The Union and the student media outlets recognise the following rights and responsibilities:

- i. The right of Student Media Outlets to access non-confidential information
- ii. The right of Student Media Outlets to freedom of the press and independent reporting within the relevant legal constraints
- iii. The right of Student Media Outlets to inform the student community of issues in the public interest
- iv. The right of Student Media Outlets to appropriate funding, support, and suitable office space and equipment, in line with resources provided to other ratified student groups
- v. The right of the Union to accurate reporting of its activities by Student Media Outlets, and the opportunity to reply
- vi. The right of the Union to ensure that Student Media Outlets do not produce material or content that may cause the Union or University legal harm
- vii. The responsibility of the Union to ensure the duty of care of its members and that Student Media Outlets do not produce material or content that may negatively affect the wellbeing of Union members or staff

### **3. Supervising Trustee**

If not set out elsewhere in the governing document, the Board of Trustees shall appoint an Officer Trustee to act as Supervising Trustee with respect to Student Media Outlets.

The duties of this role are as follows:

- i. To act as the nominated 'publisher of content', and lead Trustee with respect to risk management on behalf of the Board, working closely with the Student Media Outlet committees
- ii. To act as the point of contact for all statutory / regulatory bodies, such as OFCOM
- iii. To ensure relevant training and support is provided to Student Media Outlet committees, supporting them through relevant Union processes such as the annual grant allocation
- iv. To act as a conduit between Student Media Outlet committees and the wider Union / College community
- v. To coordinate the work of the different Student Media Outlets to ensure collaboration and joined-up working

#### 4. Media Outlet Committees

Student Media Outlet committees are responsible for the day-to-day operation of the group, and as such, are accountable for the actions taken by individuals in their name. Their constitutions must include formal processes to enable appropriate action to be taken to ensure members adhere to relevant regulation.

The Union is responsible for ensuring that committee members receive sufficient training and support in order for them to be able to fulfil these duties. This should include (but not limited to) topics such as media law, privacy, election law, copyright and other journalistic best practice.

#### 5. Policies & Procedures

The Union is responsible for developing relevant policies and procedures that support the work of Student Media Outlets. These should be developed in partnership with the relevant committees.

The Chief Executive will designate a lead staff member to work alongside the Supervising Trustee to review policies and procedures as required, and to take ownership of their implementation.

All Student Media Outlets are responsible for developing standard operating guidance documents that ensure continuity of operational practice for subsequent committees.

#### 6. Complaints

The Union's statutory complaints procedure should be used by all parties where applicable.

With specific reference to the role of the Supervising Trustee in managing risk on behalf of the Board of Trustees:

- i. If there is disagreement over a decision to remove or prevent content from being published (in any form) and a formal complaint is made, the President (or a nominated alternative) is usually required to investigate it (supported by the Chief Executive) in reasonable time to allow student media outlets to meet relevant deadlines.
- ii. Any decision should be communicated to Trustees at the next available meeting.

#### 7. Major Incidents

As part of the College's approach to ensuring the safety and wellbeing of all individuals on campus, it operates a formal *major incident* process. This applies to events and incidents that are likely to present an imminent threat to human life.

At the point where a *major incident* has been identified, it is the responsibility of the Union (usually the Supervising Trustee and head of each Student Media Outlet to meet as soon as possible, to enable a briefing to take place on the incident.

It is the Union's responsibility to work with the College to enable Student Media Outlets to cover the incident effectively and appropriately.

All reporting during a major incident should be factual, accurate, and include links to official communication channels where possible.

## **Byelaw I: Student Collectives**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the operation of Student Collectives, under Article 21 of the Constitution.

### **2. Definition**

Student Collectives are autonomous bodies that are responsible for working with the Union to secure the general interests and collective rights of the students that define into the relevant group.

They will also coordinate activities, events and campaigns relevant to that agenda, which may include supporting and working across different Student Groups.

The current Student Collectives are as follows:

- i. Women
- ii. LGBT+
- iii. Disabled Students
- iv. BAME Students
- v. International Students
- vi. Postgraduate Research Students
- vii. Postgraduate Taught Students
- viii. Commuting Students

The Officer Group will consider further applications and make recommendations to the Board for further groups as required.

### **3. Membership**

Only those Student Members that self-define as being a part of that group shall be entitled to participate in the formal governance of the Collective.

Supporters and other interested students are free to participate in activities and events, but not vote or hold leadership roles.

Students will automatically have the right to be a member of the Student Collectives they define into upon registration with the union, but will be asked to opt in via a website hub promoted during the first weeks of term. Students will be able to opt in at any point.

Membership of each Collective will be free.

### **4. Leadership**

The leadership of each Student Collectives will be determined by an online election of those who have opted in and self-define into the relevant category.

There will be three convenors for each Student Collective, with one acting as a Chair who sits on Wellbeing Community and Diversity (WCD) Executive. This will be offered to the individual who receives the most votes.

### **5. Associated Student Groups**

Student groups who wish to become associated with a Collective will be free to do so. This should be done by a vote of the entire membership of each group.

The WCD Executive will have the power to approve Associated Status, but must provide a rationale for why an application is rejected, which is subject to appeal by the Officer Group.



#### 6. Funding of Student Collectives

The WCD Executive will receive an annual budget for Student Collectives, and set priorities for its distribution.

The WCD Executive will be the principal body to distribute this funding, although it will be required to consider input from the professional staff team of the Union.

#### 7. Amendments

This Byelaw may be amended where Student Collectives choose to operate in a different manner. Such approval by the Board shall not be unreasonably withheld, to ensure the autonomous operation of each Collective.

## **Byelaw J: Members' Code of Conduct**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the expectations of member's behaviour when participating in Union activities, under Article 4 of the Constitution.

The Board will publish further codes of conduct related to specific services provided by the Union as required.

### **2. Principles**

All Members of the Union (including ratified Student Groups) shall be expected to abide by this constitution and its byelaws at all times.

The Union has agreed the following principle-based Code of Conduct relating to the behaviour of members and guests while on Union premises and engaged in Union activities. Members and opted out students shall be liable for the conduct of any guests on the premises and may be subject to disciplinary proceedings accordingly.

Members are expected to:

- i. Conduct themselves in a reasonable and responsible manner at all times, in a way that characterises mutual respect and understanding for all members of the community.
- ii. Conduct themselves in a way that promotes the values of the Union, taking into account public perception and the external reputation of the organisation.
- iii. Treat all Union (and College) property with respect, and not interfere with other peoples' enjoyment of Union facilities or events.
- iv. Adhere to relevant policies, procedures, rules and regulations of the Union, including (but not limited to): equality and diversity, health and safety and financial regulations.
- v. Comply with the reasonable requests of Union and College staff where appropriate.

## **Byelaw K: Statutory Complaints Procedure**

### **1. Purpose**

This Byelaw has been established to provide further details of the procedure for how members may complain if they are dissatisfied by their dealings with the Union or if they feel they have been unfairly disadvantaged by reason of having exercised their right not to be a member of the Union. This is under Article 20 of the Constitution.

The Board may determine that other complaints procedures are appropriate for specific circumstances, such as in relation to the provision of services, or in connection with elections. The Chief Executive will ensure that any complaints procedures in force are widely published and available.

### **2. Principles of the Complaints Procedure**

The Complaints Procedure sets expectation that all complaints are:

- i. Taken seriously, and proceed in a timely fashion.
- ii. Consistent with principles of natural justice.
- iii. Raised no later than three months after which the matter causing complaint occurred.
- iv. Made by an aggrieved party; the Union will not usually accept complaints made anonymously or on behalf of others.

This Complaints Procedure is appropriate for use by all students who are dissatisfied with their dealings with the Union. The Complaints Procedure sets out how:

- i. Students will submit complaints.
- ii. Complaints will be investigated.
- iii. Complaint outcomes are determined.
- iv. Appeals may be submitted.
- v. Appeals will be heard.

The Complaints Procedure is not appropriate for complaints regarding:

- i. Political decisions taken by elected representatives, which should be raised through the political accountability framework provided by Student Executives and referenda.
- ii. Elections or referendums, except for a complaint that there is no confidence in the whole democratic process.
- iii. Disciplinary matters, which are set out in Byelaw L.

### **3. Informal Complaints**

In the first instance, any complaint will be investigated by a Full-time Officer or staff member appointed by the Chief Executive. The intention will be to resolve any issue amicably, and work with all parties concerned to identify a mutually agreeable outcome.

### **4. Raising a Formal Complaint**

Students should submit the complaint in writing, in the first instance, to the President. One Full-time Officer, appointed by the President and supported by a member of staff appointed by the Chief Executive, will determine probable cause for an investigation. In any event, the Officer will write to the complainant to confirm receipt of the complaint and any action taken.

The President will refer any complaint about the President to another Full-time Officer with no conflict of interest.

The President will refer complaints about staff to the Chief Executive, for processing in line with appropriate employment practices. If a complaint is made about the Chief Executive, the

President will be supported in their investigation by an External Trustee (usually the Vice Chair of the Board).

#### 5. Investigation of the Complaint

The designated Full-time Officer will, after finding probable cause for investigation, work with an appointed member of staff to produce an Investigation Report. The Investigation Report will concisely summarise the facts of the complaint and, if the complaint is upheld, a recommendation as to an effective remedy. In any event, the Full-time Officer will write to the complainant with a summary of the Investigation Report.

The delegated Full-time Officer will, generally, ask the complainant whether they would like a face-to-face meeting during the investigation process. The Full-time Officer may require members, staff, and trustees to support the collection of evidence in the investigation process.

#### 6. Complaint Outcomes

The Full-time Officer who worked on the complaint will be guided by precedent and will securely store their Investigation Report for an appropriate time period, under the guardianship of the Chief Executive.

The complaint may be:

- i. Upheld: whereby the Union will seek to adopt an appropriate solution or remedy, and issue an apology where appropriate. It may not always be appropriate for the complainant to be informed of all the details of any decision, for example in matters related to staffing.
- ii. Partially upheld: whereby the Union will seek to adopt a mutually agreeable solution or remedy. Again, it may not always be appropriate for the complainant to be informed of all the details of any decision,
- iii. Not upheld: whereby the Union determines that there is no case to answer, and will provide a clear rationale for the decision.

The Full-time Officer may conclude that an appropriate complaint outcome is the commencement of disciplinary procedures. A complainant should have no expectation that they will be involved in disciplinary processes, as this may include confidential practices.

#### 7. Appeals

The complainant has a right to appeal on three grounds, and must have evidence that the Full-time Officer running the investigation:

- i. Conducted the investigation process in a way that was procedurally irregular.
- ii. Was not able to consider evidence that has now become available.
- iii. Has not identified an effective remedy to an upheld complaint.

The complainant may not appeal because they disagree with a complaint not being upheld, unless they also have one or more of the grounds for appeal. The complainant should submit their appeal in writing to the Chief Executive (or another appointed Trustee where a conflict of interest is identified), who will determine whether grounds for appeal exist.

The Chief Executive will, after finding grounds for appeal, make arrangements for a panel of the Board to consider the appeal. The panel will include three trustees, none of whom will have had previous knowledge of the complaint.

The panel will consider a case presented by the individual(s) who ran the investigation, and disputed by the complainant. The appeal may not require a hearing, and the panel may determine that it will conduct the process at a distance.

8. External review

Complainants have the right to request that the College review the complaints process. The College will not reinvestigate the complaint, but will report on the confidence that can be placed in the complaints procedure being fair and appropriate.

## **Byelaw L: Members' Disciplinary Procedure**

### **1. Purpose**

This Byelaw has been established to provide further details regarding the consequences of a potential breach of the Members' Code of Conduct when participating in Union activities, under Article 4 of the Constitution.

The Board will also publish an additional Code of Conduct and associated Disciplinary Procedure for all trustees of the Union, which will be made publicly available.

### **2. Principles of the Discipline Procedure**

The Discipline Procedure sets expectation that all allegations of misconduct which may require a disciplinary process are:

- i. Taken seriously, and proceed in a timely fashion
- ii. Consistent with principles of natural justice
- iii. Raised as soon as possible, and no later than three months following the event
- iv. Made by an aggrieved party; the Union will not usually accept allegations of misconduct made anonymously or on behalf of others

This Discipline Procedure is appropriate for use to consider allegations against members, individually or collectively. The Discipline Procedure sets out how:

- i. Summary offences will be managed
- ii. Allegations of misconduct should be raised
- iii. Allegations of misconduct will be investigated
- iv. Appropriate outcomes are determined
- v. Appeals may be submitted
- vi. Appeals will be heard

The Discipline Procedure is not appropriate for allegations regarding:

- i. Political decisions taken by elected representatives, which should be raised through the political accountability framework
- ii. Conduct of Union trustees, which should be considered through the appropriate charity law practices
- iii. Conduct of Union staff, which should be considered through appropriate employment practices
- iv. Behaviour or activity which is not related to Union membership or employment

### **3. Summary Offences**

The Disciplinary Procedure is only appropriate for use in considering allegations of misconduct against members or groups of members; for the avoidance of doubt, this does not include misconduct which occurs when students are using Union services.

The Chief Executive has managerial authority to enforce good conduct in the use of services, in line with standard operating procedures, using appropriate discipline against summary offences. The exercise of this authority, therefore, may not limit membership of the Union, and only refers to the use of services.

The Chief Executive may refer any allegation of misconduct to the President or another Trustee for consideration under this Disciplinary Procedure, at their discretion.

### **4. Triggering an Investigation**

The Union may investigate an allegation of misconduct for any reason. Where a student wishes to raise an allegation directly, this should be raised in writing to the President.

A Full-time Officer, appointed by the President and supported by a member of staff appointed by the Chief Executive, will determine probable cause for an investigation. The delegated Full-time Officer and Chief Executive will determine that an allegation of misconduct does, in fact, refer to behaviour or actions that relate to Union membership or employment. In any event, they will write to the person making the allegation to confirm receipt of the allegation and any action taken.

Allegations which do not relate to Union membership or employment may be more appropriately considered by the College, under their Student Conduct Regulations, or by an external partner, such as a local authority or the police. The Full-time Officer will refer any person who makes an allegation of misconduct which the Union declines to proceed with to appropriate external partners.

If a person makes an allegation of misconduct to the Union as well as to the College or to external partners, the Union reserves the right to suspend consideration of the allegation until the conclusion of other processes. For the avoidance of doubt, the President may at this time suspend membership entitlements if there is reasonable grounds to do, whilst the third party investigation takes place.

The President will refer any allegations of misconduct about the President to another Full-time Officer with no conflict of interest.

#### 5. Investigation Process

The Full-time Officer will, after finding probable cause for investigation, work with an appointed member of staff to produce an Investigation Report. The Investigation Report will concisely summarise the facts of the allegation and a recommendation as to an effective sanction.

The Full-time Officer running the investigation will, generally, ask both parties whether they would like a face-to-face meeting during the investigation process. The Full-time Officer may require members, staff, and Trustees, to support the collection of evidence in the investigation process.

For the avoidance of doubt, the President has discretion to suspend membership entitlements while an investigation is in progress, including the recognition of student groups, and their members' access to support, funding, and facilities. There is no assumption of guilt during a period of suspension, but non-compliance with the President's decision may be considered a further disciplinary matter.

#### 6. Discipline Outcomes

The designated Full-time Officer will be guided by precedent and will securely store their Investigation Report for an appropriate time period, under the guardianship of the Chief Executive. The Full-time Officer may conclude that there is no case to answer and therefore dismiss the case.

The President or Deputy President where there is a conflict of interest, is empowered to issue the following on the basis of the evidence provided by the investigation.

- i. A verbal warning
- ii. A written warning
- iii. A final written warning

Where the investigation finds there is a serious case to answer (over and above the three outcomes listed above), and there is sufficient time to do so, the matter will be referred to a disciplinary panel.

#### *Disciplinary Panel*

The disciplinary panel will consist of three student members of the Union with no conflict of interest, from a pool that includes:

- i. Elected members of the Student Executives
- ii. Elected committee members of ratified Student Groups
- iii. Elected leaders of Student Collectives
- iv. Elected Academic Representatives

The panel will review the investigation report, and will hear evidence from both the investigating officer and the individual accused of misconduct. It may choose to hear evidence from other related parties as it sees fit. Usually, the individuals subject to the process will receive all evidentiary documents not less than five working days before a panel. Where there is a delay, reasonable justification should be made.

An appropriate discipline outcome may be that:

- i. There is no case to answer
- ii. There should be a period of mandatory training and development
- iii. There should be a sanction imposed

The sanctions available to the panel include:

- i. A written warning
- ii. A final written warning
- iii. Termination or suspension of membership entitlements

The Panel, for the avoidance of doubt, has discretion to impose sanctions against members of student groups and the whole student group, individually and collectively.

#### **7. Appeals**

Any member or group who has an allegation of misconduct against them upheld has a right to appeal on three grounds, and must provide evidence that:

- i. The investigation process was conducted in a way that was procedurally irregular
- ii. The disciplinary panel was not able to consider evidence that has now become available
- iii. The disciplinary panel has imposed a disproportionate sanction

The member or group against whom an allegation has been upheld may not appeal because they disagree that an allegation has been upheld, unless they also have one or more of the grounds for appeal. The member or group should submit their appeal in writing to the Chief Executive, who will determine that grounds for appeal do exist.

The Chief Executive will, after finding grounds for appeal, make arrangements for a panel of the Board to consider the appeal. The panel will include at least three trustees, none of whom will have had previous knowledge of the allegation.



The panel will consider the outcome of the disciplinary panel, and disputed by the member or group. The appeal will not necessarily require a hearing, and the panel may determine that it will conduct the process at a distance or electronically.

The panel will consider the appeal and may find that the disciplinary case should be:

- i. Dismissed
- ii. Upheld, and the original sanction applied
- iii. Upheld, and an alternative sanction applied

After the appeal process has concluded, there is no further opportunity to contest a disciplinary case. The Statutory Complaints Procedure will only be appropriate if there is probable cause to investigate a complaint that no confidence can be placed in the entire disciplinary process.

## **Byelaw M: Financial Regulations**

### **1. Purpose**

This Byelaw has been established to provide further details of the Union's approach to financial management. This has been established under the following principles:

- i. Members have an interest in the way that the students' union conducts its financial affairs, and it is proper that a Byelaw, agreed by Student Members and the Board, establishes key elements of the Financial Regulations
- ii. The Board has ultimate responsibility for the good financial governance of the Union, and should have oversight of the Financial Procedures Manual through a delegated subcommittee.
- iii. The Constitution is the Union's controlling document and will take precedence over this Byelaw and the Financial Procedures Manual, unless legislation requires otherwise.
- iv. Student members will have the ability to scrutinise the audited accounts on an annual basis to ensure that the Board are taking proper care of the Union's finances.

### **2. The Financial Procedures Manual**

The Financial Procedures Manual will contain references to:

- i. Ownership, Status, Professional Adviser, Accounting Dates.
- ii. Bank Accounts and Management of Bank Balances.
- iii. Control of Expenditure.
- iv. Control of Fixed Assets and Depreciation.
- v. Control of Stock, Floats and Safes.
- vi. Insurance.
- vii. Staffing and Payroll.
- viii. Financial Reporting and Storage of Financial Information.
- ix. Budgeting.
- x. Journals.
- xi. Statutory Returns and VAT.

### **3. Statutory Requirements**

The Union will comply with all relevant statutory requirements relating to financial matters, including those outlined in relevant charities legislation and the Education Act 1994. This includes (but is not limited to):

- i. An annual audit
- ii. Submission of an annual return to the Charity Commission
- iii. Presentation of accounts to the College's Finance Committee as required
- iv. Presentation of the annual budget to the College's Finance Committee as required

### **4. Oversight**

The Financial Procedures Manual will be made available to any member, or any member of the College's Finance Committee, on request to the Chief Executive.

The Financial Procedures Manual will be reviewed, revised and recommunicated by the Board (or delegated subcommittee) annually, before each academic year commences.

### **Byelaw N: Temporary Transitional Arrangements**

This constitution will become active once it has been approved by:

- i. A resolution passed at referendum by student members at Royal Holloway
- ii. A resolution passed at a meeting of the Trustees of the Students' Union
- iii. A meeting of the College's governing body (College Council)
- iv. The Charity Commission

For the academic year 2019/20, the Union will operate under the terms set out in this constitution. The one exception will be the Full-time Officer roles, who were elected in the spring term of 2019:

- i. President
- ii. Vice President Education
- iii. Vice President Welfare & Diversity
- iv. Vice President Societies & Media
- v. Vice President Sport

Where reference is made to the Vice President Societies & Sports, for this period it shall refer to both roles of Vice President Societies & Media and Vice President Sport. Where there is any contradiction, the Board will be responsible for interpreting this constitution.