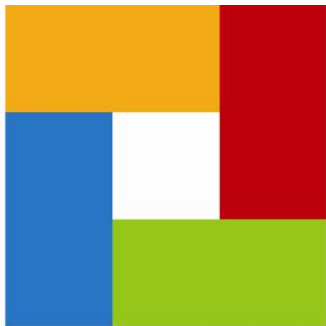


Nottingham Trent Students Union

**This is
your
Union**

Constitution



NOTTINGHAM TRENT
STUDENTS UNION



INVESTOR IN PEOPLE

1. DEFINITIONS

- 1.1. In this document, the following words/phrases have the meanings ascribed to them:
- 1.1.1 "The Union" and "NTSU" both mean Nottingham Trent Students Union;
 - 1.1.2 "The University" means Nottingham Trent University;
 - 1.1.3 "Members" means the membership of NTSU;
 - 1.1.4 "Elected Directors" means the elected full-time Sabbatical Officers plus the elected part-time Non-Sabbatical Officers specified in the Union's Democratic Processes document;
 - 1.1.5 "Senior Management Team" means the General Manager and the holders of Senior Posts designated by the Board of Trustees;
 - 1.1.6 "General Manager" means the most senior member of staff within the Student Union; and
 - 1.1.7 "Sabbatical Officers" means those members who are elected into a full time position and receive an annual living allowance.

2. STATUS

- 2.1 Nottingham Trent Students Union is an Unincorporated Association established in accordance with the Education Act 1994.
- 2.2 NTSU's legal status will be reviewed as and when necessary to meet the requirements of new or amended legislation, or where it is otherwise advantageous to do so. Any proposed change in the legal status of the Union requires approval of the University's Governing Body.

3. AIMS AND OBJECTIVES

- 3.1 NTSU's primary aims and objectives are:
- 3.1.1 To advance the education and educational experience of its members.
 - 3.1.2 To support and promote the general welfare of the members.
 - 3.1.3 To represent and to act as a channel of communication for its members within and without the University.
 - 3.1.4 To promote the social, cultural, athletic and extracurricular activities of the Students of The Nottingham Trent University.
 - 3.1.5 To maintain and promote co-operation with other student organisations.
 - 3.1.6 To pursue equality of treatment and opportunity for all students regardless of their gender, age, sexuality, race, colour, religion or disability.

4. POWERS OF THE UNION

- 4.1 To further its objects, but not to further any other purpose, the Union may:

- 4.1.1 provide services and facilities for Members;
- 4.1.2 establish, support, promote and operate a network of student activities for Members;
- 4.1.3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 4.1.4 alone or with other organisations:
 - a. carry out campaigning activities;
 - b. seek to influence public opinion; and
 - c. make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
- 4.1.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 4.1.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.1.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.1.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.1.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.1.10 become a member, affiliate or associate of other charities and bodies;
- 4.1.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 4.1.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 4.1.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 4.1.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;

- 4.1.15 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.1.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.1.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.1.18 make grants or loans of money and give guarantees;
- 4.1.19 set aside funds for special purposes or as reserves against future expenditure;
- 4.1.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.1.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
- a. the investment policy is set down in writing for the financial expert by the Trustees;
 - b. every transaction is reported promptly to the Trustees;
 - c. the performance of the investment is reviewed regularly by the Trustees;
 - d. the Trustees are entitled to cancel the delegation at any time;
 - e. the investment policy and the delegation arrangements are reviewed at least once a year;
 - f. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - g. the financial expert may not do anything outside the powers of the Trustees;
- 4.1.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.1.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.1.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 4.1.25 trade in the course of carrying out any of its objects;

- 4.1.26 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.1.27 subject to Clause [6] (Limitation of private benefits), employ and pay employees and professionals or other advisors;
- 4.1.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 4.1.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:
 - a. any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - b. any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
 - c. any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and
- 4.1.30 do all such other lawful things as shall further the Union's objects.

5. CONDUCT OF THE UNION

- 5.1 The Union shall be conducted in accordance with relevant legislation and regulations, including (but not limited to) the Education Act 1994 and the Charities Act 2006.
- 5.2 NTSU's relationship with the University shall be specified in a formal Code of Practice, drawn up by the University in accordance with s22(3) of the Education Act 1994.
- 5.3 In addition, the Union shall establish, and operate in accordance with, the following:
 - 5.3.1 Mission, Vision and Values statement
 - 5.3.2 Financial Regulations
 - 5.3.3 A Democratic Processes document
 - 5.3.4 Standing Orders for Union Meetings

6. LIMITATION OF PRIVATE BENEFITS

- 6.1 The income and property of the Union shall be applied solely towards the promotion of its objects.
- 6.2 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:
- 6.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;
 - 6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause 6.3 shall apply;
 - 6.2.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and
 - 6.2.4 any reasonable and proper rent for premises let by any Member to the Union.
- 6.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
- 6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
 - 6.3.2 reasonable and proper out of pocket expenses of the Trustees;
 - 6.3.3 reasonable and proper remuneration to any Officer Trustee or Connected Person for any good or services supplied to the Union on the instructions of the Trustees provided that:
 - a. for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;
 - b. subject to Clause 6.3.3.a, the authorisation under this provision shall not extend to the service of acting as Trustee;
 - c. at all times the provisions of the Education Act are complied with;
 - 6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
 - 6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
 - 6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.0;
 - 6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 4.1.29; and

6.3.8 any payments authorised in writing by the Charity Commission.

7. DISOLUTION OF THE UNION

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

8. GOVERNANCE AND MANAGEMENT - STRUCTURE

- 8.1 The overall governance and management structure of the Union shall be as follows:

Body/Group/Forum	Membership
Board of Trustees	Elected Directors (10) University-nominated Trustee (1) External Trustees (2) Student Trustees (2)
Union Management Committee	Elected Directors (10) Senior Management Team
Senior Management Team	General Manager and other Senior Managers as determined from time to time by the Board of Trustees
Elected Directors	Elected full-time Sabbatical Officers (7) Elected part-time Non-Sabbatical Officers (3)
Campus Committees	Elected part-time Non-Sabbatical Officers (3) Elected committee representatives (minimum three per campus, maximum seven committee per campus)
Assemblies	All full members
Union General Meeting	All full members
Referenda	All full members

- 8.2 Terms of Reference, approved by the Board of Trustees, shall be established for each body/group/forum in order to:

- 8.2.1 Ensure complete coverage of the Union's responsibilities and functions, and
8.2.2 Avoid overlaps/conflicts of responsibilities.

- 8.3 The Terms of Reference shall, as a minimum, include the following items:

- 8.3.1 Purpose, responsibilities and powers of the body/group/forum
8.3.2 Number and frequency of meetings normally held each year
8.3.3 Membership

- 8.3.4 Quorum levels, where appropriate
- 8.3.5 Arrangements for declaring and managing potential conflicts of interest
- 8.3.6 Arrangements for the appointment of the Chair and (where appropriate) deputy Chair
- 8.3.7 Responsibility for administering meetings of the body/meeting/forum, including the collation and circulation of papers and the keeping and publication of minutes
- 8.3.8 Procedure for reaching decisions (e.g. voting) on matters to be considered by the body/group/forum
- 8.3.9 Powers of delegation (if any) including those of the Chair
- 8.3.10 Right of, or requirement for, attendance at meetings by persons who are not formal members of the body/group/forum

9. GOVERNANCE AND MANAGEMENT – RESPONSIBILITIES

9.1 Board of Trustees

- 9.1.1 The Board of Trustees shall have overall legal responsibility for the proper conduct of the Union and its affairs. In particular, the Board of Trustees shall be responsible for:
 - a. Ensuring compliance with all legislative and regulatory requirements applicable to the Union;
 - b. Ensuring the solvency of the Union, the safeguarding of its assets and the efficient and effective use of its resources;
 - c. Approving the Union's annual estimates of income and expenditure for consideration/approval by the Governing Body of the University;
 - d. The appointment, assignment, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of the General Manager and, after consultation with the General Manager, of the members of the Senior Management Team;
 - e. After consultation with the General Manager, setting a framework for the pay and conditions of service of other staff employed by the Union;
 - f. Considering and, where appropriate, approving and implementing changes in policy or operational procedure which may be requested by the General Meetings or via Referenda.
- 9.1.2 A sub committee of the Board of Trustees, comprising the University-nominated Trustee and the two other external trustees, shall consider and determine on an annual basis the living allowance payable to the full time sabbatical officers.
- 9.1.3 Membership of the Board of Trustees shall comprise:
 - a. The Elected Directors;

- b. One Trustee nominated by the Governing Body of the University;
- c. Two other external Trustees which are not elected or employed by the Student Union or University;
- d. Two other Trustees who shall be registered students of the University and not members of the Board of Elected Directors.

9.1.4 The University nominee will be confirmed annually by the University's Governing Body.

9.1.5 The appointment of the two external Trustees shall be made by a panel comprising the Union President, General Manager and the University-nominated Trustee. To provide continuity, the external Trustees should be appointed on a staggered basis, with a term of office normally of three years. Upon expiry of their term of office, external Trustees shall be eligible for re-appointment.

9.1.6 The appointment of the two student Trustees shall be made by a panel comprising of the Union President, General Manager and either the University nominated Trustee or one of the external Trustees. The appointment shall be for 12 months, renewable once, or until the cease to be eligible under 9.1.3.d. All appointments will need the ratification of the Board of Trustees.

9.1.7 The Union President shall serve as Chair of the Board of Trustees.

9.2 General Manager

9.2.1 The General Manager shall be responsible to the Board of Trustees for:

- a. making proposals to the Board of Trustees about strategic and operational matters affecting the Union;
- b. the organisation and management of the Union and leadership of the staff;
- c. the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Trustees - of the pay and conditions of service of staff other than the members of the Senior Management Team.
- d. preparing annual estimates of income and expenditure, for consideration by the Board of Trustees, and for the management of budget and resources, within the estimates approved by the Board of Trustees.

9.3 Union Management Committee

9.3.1 Shall coordinate the overall strategic management of the organisation, making relevant recommendations to the Board of Trustees.

9.4 Senior Management Team

9.4.1 Each member of the Senior Management Team shall be responsible to the General Manager for the efficient and effective conduct of those aspects of

the union's business and activities for which he/she has specific responsibility.

9.5 Elected Directors

9.5.1 The Elected Directors shall consider strategic issues in relation to the management of the organisation and make recommendations to the Board of Trustees.

9.6 Campus Committees

9.6.1 Shall be responsible for arranging campus-based activities / campaigns and communicating campus-related issues to the Elected Directors.

9.7 Assemblies

9.7.1 Shall act as a 'focus group' to allow the opinions of students to be heard and to facilitate the creation of policy proposal to take to Union General Meetings.

9.8 Union General Meeting

9.8.1 Shall debate and vote upon policy motions (subject to Board of Trustee ratification) alongside questioning the strategic direction of the organisation.

9.9 Referenda

9.9.1 Shall vote for or against a particular proposal which will be subject to the Board of Trustees' ratification. The rules and regulations applicable to the Referenda shall be specified in the Democratic Processes Document.

10. ELECTED OFFICERS AND TERMS OF OFFICE

10.1 The appointment of Elected Directors (i.e. the elected Sabbatical and Non-Sabbatical officers) shall be conducted by a secret ballot of the full Union membership, in accordance with the procedures specified in the Union's Democratic Processes document.

10.2 The term of office for Elected Directors shall normally be a period of 12 months, commencing on 01 August and expiring on 31 July the following year, to coincide with the academic year of the University. If appointed after 01 August, whether due to a vacancy arising or for any other reason, an Elected Director's period of office shall still expire on the following 31 July.

10.3 Upon expiry of their term of office, an Elected Director shall be eligible to stand for re-election, subject to the limitation that no person may serve more than two years as a full-time elected Sabbatical Officer or elected paid officer of the Union (whether in the same or different roles).

10.4 Elected Officers shall be subject to a formal Code of Conduct, which shall include procedures for consideration of alleged misconduct and provisions for disciplinary action including suspension and dismissal.

11. DELEGATION OF FUNCTIONS AND COMMITTEES

- 11.1 The Board of Trustees may establish committees to consider or advise upon any matter, and may delegate powers to such committees or to the General Manager.
- 11.2 The Board of Trustees shall not, however, delegate the following:
 - 11.2.1 ensuring compliance with legislative and regulatory requirements applicable to the Union;
 - 11.2.2 ensuring the solvency of the Union, the safeguarding of its assets and the efficient and effective use of its resources;
 - 11.2.3 approving the Union's annual estimates of income and expenditure for consideration/approval by the Governing Body of the University;
 - 11.2.4 the appointment or dismissal of the General Manager;
 - 11.2.4 the varying or revoking of this Constitution.

12. FINANCIAL MATTERS

Accounts, Estimates, Audit and Financial Reporting

- 12.1 The Board of Trustees shall be responsible for ensuring that the Union keeps proper accounting records and conducts its financial affairs in accordance with the UK Generally Accepted Accounting Practice (UK GAAP).
- 12.2 Annual estimates of the Union's income and expenditure shall be presented by the General Manager for consideration and approval by the Board of Trustees, and subsequent consideration and approval by the University's Governing Body.
- 12.3 The Union shall normally publish audited Financial Statements annually, within 3 months of its financial year end. The Financial Statements shall be made available on the Union's web site, with a printed copy also being made available for inspection at the Union's offices on each campus of the University.

13. APPOINTMENT AND GRADING/REMUNERATION OF STAFF

- 13.1 The Board of Trustees shall be responsible for the appointment of the Senior Management Team, and for the grading/remuneration of their posts.
- 13.2 Procedures for the appointment and grading of all other NTSU staff shall be established by the General Manager, subject to approval by the Board of Trustees.

14. CONDUCT OF STAFF

- 14.1 Rules relating to the conduct of staff shall be established by the General Manager, in consultation with the staff, for approval by the Board of Trustees.

15. SUSPENSION AND DISMISSAL OF STAFF

- 15.1 The Board of Trustees shall establish policies and procedures for the suspension and dismissal of members of the Senior Management Team (including the General Manager).

- 15.2 Policies and procedures for the suspension and dismissal of other NTSU staff shall be proposed by the Senior Management Team for approval by the Board of Trustees.

16. GRIEVANCE PROCEDURES

- 16.1 The Board of Trustees shall make rules specifying procedures according to which NTSU staff may seek the redress of any grievances relating to their employment.

17. RULES AND BYE-LAWS

- 17.1 The Board of Trustees shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the Union as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this Constitution.

18. UNION MEMBERSHIP

Full membership

- 18.1 Full membership of the Union shall be open to all currently registered students of the University (i.e. those formally enrolled and undertaking study, and those formally deferred).
- 18.2 Students of the University are automatically granted full membership of the Union as a consequence of enrolling at the university. However, any student is entitled to opt out of Union membership by giving written notification to the current Union President. Students who opt out of Union membership shall not be unfairly disadvantaged with regard to provision of Union services.
- 18.3 Full members of the Union shall be entitled to:
- 18.3.1 vote in Referenda;
 - 18.3.2 attend and speak at Union General Meetings;
 - 18.3.3 vote, nominate, second or stand for election onto any Union Committee, in accordance with Election Regulations specified in the Democratic Processes Document; and
 - 18.3.4 use the services and facilities provided by and on behalf of the Union, subject to any limitations on the use of such facilities imposed by the Union, by the University or by the Law.
- 18.4 Full membership of the Union shall expire automatically when a student's studies at the University formally terminate (whether through completion of programme or early termination). However, the Union shall still be at liberty to continue providing advice/advocacy services for former students whose termination of studies is the subject of an ongoing dispute with the University.

Associate Membership

- 18.5 Any former student of Nottingham Trent University or current or former member of NTSU staff can apply for annually-renewable associate membership of NTSU. The granting and renewal of Associate Membership, and the associate membership fee, are at the discretion of the Board of Elected Directors.

- 18.6 Associate members shall be entitled to use the services and facilities provided for, by and on behalf of the Union, subject to any limitations on the use of such facilities imposed by the Union, by the University or by the Law.

Honorary Life Membership

- 18.7 Current or former full members or Associate Members of the Union whose services to the Union merit special recognition can be appointed as Honorary Life Members of the Union. Any nomination(s) for Honorary Life Membership shall be considered at the next appropriate Union General Meeting and determined by a simple majority vote.
- 18.8 Honorary life members shall be entitled to use the facilities provided for, by and on behalf of the Union, subject to any limitations on the use of such facilities imposed by the Union, by the University or by the Law.
- 18.9 A copy of the honorary life membership list will be hosted on the NTSU website.

Reciprocal Membership

- 18.10 Current members of other Student Unions with whom NTSU has a reciprocal agreement may be granted Reciprocal Membership of NTSU. Reciprocal members shall be entitled to use the facilities provided for, by and on behalf of the Union, subject to any limitations on the use of such facilities imposed by the Union, by the University or by the Law.

19. AFFILIATIONS

- 19.1 Through Union General Meetings or Referenda, as appropriate, the Union shall consult its members annually on proposals to make or continue affiliations with external organisations. Such consultation shall include details of current and proposed affiliations and the associated fee/subscription/donation for each.
- 19.2 If requested by at least 100 current Union members, the decision to enter into or continue a particular affiliation shall be determined by secret ballot of the full Union membership.

20. COMPLAINTS

- 20.1 The Union shall have a complaints procedure available to all students of the University who are dissatisfied in their dealings with the Union. The complaints procedure shall, as a minimum, meet the requirements of Section 22(2) of the Education Act 1994.

21. COPIES OF CONSTITUTION AND BYE-LAWS

- 21.1 A copy of this Constitution, and any rules or bye-laws made under it, shall be given to every member of the Board of Trustees and shall be available for inspection, upon request, to every member of staff and every Union member.

22. AMENDMENT OF CONSTITUTION

- 22.1 The Trustees and Nottingham Trent University shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
- 22.2 No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.

- 22.3 Clause 3 (Objects) and Clause 6 (Limitation of private benefits) may not be amended without the prior written consent of the Charity Commission.
- 22.4 Save where the amendment to the Constitution is a consequential amendment, due to a change in for example, the number or heading names of Clauses, the Constitution may be amended by:
- 22.4.1 a resolution of the Members passed at a general meeting by at least two thirds of those present and voting; or
- 22.4.2 a resolution passed by a two thirds majority of the Members voting in a Referendum
- 22.5 Amendment or replacement of this Constitution requires approval by the University's Governing Body.

23. DATE OF CONSTITUTION

- 23.1 Subject to its approval by the Union's Members and the University's Governing Body, this Constitution shall come into operation on 01 August 2009 and shall replace the existing version of the Constitution, which is hereby revoked.
- 23.2 This constitution was amended by a Union General Meeting on Tuesday 10th November 2009 and approved by the University's Governing Body on Monday 23rd November 2009.
- 23.3 This constitution was amended by a Union General Meeting on Thursday 27th May 2010 and approved by the University's Governing Body on Monday 14th June 2010.