



1. Name

The name of the CIO is The Harper Adams University Students' Union (the "Union").

2. National location of principal office

The principal office of the Union is in England.

3 Objects

The objects of the Union is to advance the education of Students at the University for the public benefit by providing an organisation to represent the members; promoting co-operation amongst its members for social, cultural and sporting activities; maintaining communication with the University; representing its members and fostering good relations within its membership, external bodies and within the community at large.

4 Operational Powers

The Union has power to do anything which is calculated to further its purpose or is conducive or incidental to doing so provided that the Union shall not take any action which is Ultra Vires the constitution of the Union.

5. Application of income and property

The income and property of the Union must be applied solely towards the promotion of the objects, and none of the Union's property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any of its members.

6. Benefits and payments to Charity Trustees

6.1 Expenses

A Trustee of the Union is entitled to be reimbursed by the Union, or may be paid out of the Union's funds, expenses properly incurred by him or her in the performance of his or her functions as such.

6.2 Personal benefits

No Trustee of the Union shall obtain any personal financial benefit from any transaction or arrangement into which the Union has entered, or otherwise from his or her position as a Trustee –

- (a) Except in the following circumstances –
- (i) to benefit from Trustee indemnity insurance cover purchased at the Union’s expense in accordance with and subject to the conditions in section 189 of the Charities Act 2011; or
 - (ii) where the benefit is permitted by the court or the Charity Commission; or
 - (iii) where acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest, for example where the benefit is obtained as a beneficiary of the charity and is available on the same terms to other members of the beneficiary class,
- (b) And unless –
- (i) before the arrangement or transaction is entered into, the Trustee discloses to all the other Trustees any material interest in it, or in any other person or body party to it (whether that interest is direct or indirect); and
 - (ii) if the transaction or arrangement can reasonably be regarded as likely to give rise to a conflict of interest,
 - the Trustee takes no part in any decision by the members or Trustees of the Union whether the Union enters into that transaction or arrangement or not; and
 - he or she is not counted in the quorum necessary for the discharge of such business.

7. Liability of members to contribute to the assets of the Union if it is wound-up

The members of the Union have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities.

8. Membership of the Union

8.1 Admission of new members

(a) Eligibility

The Members of the Union shall be as follows:

- (i) each and every Student registered with the University during an Academic Year who has not opted out by notifying the University of his or her wish not to be a member of the Union provided that Any student wishing to exercise the right not to be a member of the Union must do so in the manner set out in the code of practice prepared by the University under the terms of Section 22 of the Education Act 1994.

Students who take up this right shall nonetheless be entitled to make use of any of the facilities or amenities of the Union which may from time to time be made available to them. They may not attend any Union meetings, nor become members of any Union Club or Society, nor hold any office in the Union, nor vote in any Union elections or referendums

And

- (ii) the Sabbatical Trustee of the Union.

(b) Admission procedure

The Trustees of the Union –

- may require applications for membership to be made in any reasonable way that they decide,
- may only refuse an application for membership if they reasonably believe that it is in the best interests of the Union for them to do so,
- shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to challenge the refusal, and
- shall give fair consideration to any such challenge, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

8.2 Transfer of membership

Membership of the Union cannot be transferred to anyone else.

8.3 Duty of members

It is the duty of each member of the Union to exercise his or her powers as a member of the Union in the way he or she decides in good faith would be most likely to further the purposes of the Union.

8.4 Termination of membership

Membership of the Union comes to an end if –

- the member dies;
- the member sends a notice of resignation to the Trustees;
- automatically on ceasing to be a Student
- any sum of money owed by the member to the Union is not paid in full within six months of its falling due; or
- the Trustees decide that it is in the best interests of the Union that the person in question should be removed from membership and pass a resolution to that effect.

Before the Trustees take any decision to remove someone from membership of the Union they **must** –

- inform the member of the reasons why it is proposed to remove him or her from membership;
- give the member at least 21 clear days notice in which to make representations to the Trustees as to why he or she should not be removed from membership;
- notwithstanding anything in Article 8 take the decision as to whether the person should be removed from membership or not at a duly constituted meeting of the Board of trustees;
- consider at such meeting any representations which the member makes as to why he or she should remain a member; and
- allow the member, or the member's representative, to make those representations at that meeting, if the member so chooses.

8.5 **Register of members**

The Union must keep a register of its members, and the name and address of each member, and the date on which a person was registered as a member, and the date on which any person ceases to be a member, shall be entered in the register.

8.6 **Membership contributions**

The Trustees may require members to pay reasonable financial contributions to the Union towards the cost of the provision of social activities.

8.7 **Informal or associate (non-voting) membership**

The Trustees may create informal associate or other classes of non-voting membership, and may determine the rights and obligations of any such members and the conditions for admission to, and termination of membership of any such class of members.

Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for

any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

9. Members' decisions

9.1 Decisions that must be taken in a particular way

The following types of decision must be taken by means of a resolution at a general meeting following a postal vote to all members, unless the resolution is agreed to by all of the members of the Union:-

- a decision to alter this constitution;
- a decision to amalgamate the Union with one or more other Unions;
- a decision to transfer the undertaking of the Union to one or more other Unions;
or
- a decision to wind up or dissolve the Union.

Any such resolution must be passed by a 75% majority of those postal votes received.

9.2 Other decisions

Any other decision of the members of the Union may either be taken by means of a resolution by simple majority at a general meeting.

General Meetings of members

10. Types of general meeting

10.1 There must be an Annual General Meeting of the members of The Union once each Year. The first Annual General Meeting must be held within 18 months of the registration of the Union, and subsequent Annual General Meetings must be held at intervals of not more than 15 months.

10.2 Every Annual General Meeting shall be called by at least 14 clear days notice; shall specify the place, date and time of the meeting and the general nature of the business to be dealt with. This business shall include:-

- receiving for information the annual audited accounts of the Union;
- receiving the Trustees' Report;
- appointment of the Auditors (if relevant);
- open written questions to Trustees that are, received by the Trustees not less than three clear days before the meeting and which, in the discretion of the Chair, are appropriate to be dealt with at an Annual General Meeting;
- any other business of an exceptional nature permitted by the Chair.

- 10.3 Other general meetings of the members of the Union must be held in accordance with the following provisions.

Calling the Annual General Meeting

By The Trustees

- (a) The Trustees of the Union –
- (i) must call the Annual General Meeting of the members of the Union in accordance with Article 10.2 and may call any other general meeting of the members of the Union at any time; and
 - (ii) must, within 21 clear days of receipt, call a general meeting of the members of the Union if –
 - they receive a request to do so from not less than 10% of the members of the Union; and
 - the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (b) If, at the time of any such request, there has not been any general meeting of the members of the Union for more than 12 months, the preceding Article shall have effect as if 5% were substituted for 10%.
- (c) Any such request may include particulars of a resolution that may properly be moved, and is intended to be moved, at the meeting.
- (d) A resolution may only “properly” be moved if it is lawful, and is neither defamatory, frivolous nor vexatious.
- (e) Any general meeting called by the Trustees of the Union at the request of its members must be held within 28 days from the date on which it is called.

By the Members

- (f) If the Trustees fail to comply with this obligation to call an Annual General Meeting of the members of the Union at the request of its members, then the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting.
- (g) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (h) Any reasonable expenses incurred by the members requesting the meeting by reason of the failure of the Trustees duly to call a meeting must be reimbursed by the Union, but the Union shall be entitled to be indemnified by the Trustees who were responsible for such failure.

Notice of calling other general meetings

- 10.4 (a) The Trustees of the Union, or, as the case may be, the members of The Union, must give at least 14 clear days notice of any other general meeting of the members of the Union, to all of the members, and to any Trustee of the Union who is not a member.
- (b) If it is so agreed by a majority of not less than 90% of the members of the Union, any resolution may be proposed and passed at the meeting even though the requirements of the preceding Article have not been complied with. This does not apply where a specified period of notice is strictly required by another article in this constitution by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting shall specify the place, date and time of the meeting; give particulars of any resolution which is to be moved at the meeting; the general nature of any other business to be dealt with at the meeting, and if a proposal to alter the constitution of the Union is to be considered at the meeting, include the text of the proposed alteration.
- (d) The Trustees shall specify what other information shall be available at the meeting for members scrutiny and if appropriate details of where the information may be found on the Union website.

Procedure at all general meetings

- 10.5 (a) No business may be transacted at any general meeting of the members of The Union unless a quorum is present when the meeting starts;
- (b) Subject to the following provisions, a quorum is not less than 50% of the prevailing legal capacity of the Queen Mother Hall at the University from time to time or, in the event that for whatever reason the Queen Mother Hall is not available or, in the general discretion of the Board of trustees, such other venue as may be nominated for the holding of the meeting provided that the venue is of an equivalent or greater capacity.
- (c) If a quorum is not present within 15 minutes of the time stated in the notice calling the meeting as the time of the meeting, the meeting, if called by or at the request of members, is closed.
- (d) In any other case the meeting is adjourned to such other time, date and place as may be determined by the chairman of the meeting.
- (e) If a quorum is not present within 15 minutes of the time so determined as the start of the adjourned meeting, the member or members present at the meeting is or are a quorum.
- (f) The Sabbatical Trustee or such other person as may be nominated for the purpose by the Trustees of the Union, must, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that,

the members of the Union who are present at a general meeting shall elect a chair to preside at the meeting.

- (g) Any of the following types of decisions must be taken by means of a resolution following a postal vote to all members and requires a 75% majority of those voting at the meeting –
 - (i) a decision to alter the constitution of the Union;
 - (ii) a decision to amalgamate the Union with one or more other Unions;
 - (iii) a decision to transfer the undertaking of the Union to one or more other Unions; or
 - (iv) a decision to wind up or dissolve the Union.
- (h) Any other decision shall be taken by a simple majority of those voting at the meeting.
- (i) Other than a resolution relating to the annual election of the Officers of the Union, which shall ordinarily be determined by secret poll with the result announced at the meeting, a resolution put to the vote of a meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded by the chair or by not less than 10% of the members present in person or by proxy at the meeting. A poll may not be demanded on the question of the election of a chair or on a question of adjournment.
- (j) A poll shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide.
- (k) A poll may be taken –
 - (i) at the meeting at which it was demanded, or
 - (ii) at some other time and place specified by the chair, or
 - (iii) through the use of postal or electronic communications.
- (l) But the poll shall be taken, and the result of the poll announced, within 7 days of the demand for the poll.
- (m) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a casting vote.

Adjournment of general meetings

- 10.6 The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from

place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

11. Board of Charity Trustees

11.1 Functions

The Union's Board of Charity Trustees shall have oversight of the affairs of the Union and may for that purpose exercise all the powers of The Union.

11.2 Duties of the Board of Charity Trustees

It is the duty of each Trustee of the Union –

- (a) to exercise his or her powers and to perform his or her functions as a Trustee of the Union in the way he or she decides in good faith would be most likely to further the purposes of the Union; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or professes to have, and, if he or she acts as a 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.

11.3 Eligibility for Trusteeship

Every Trustee must be a natural person; over the age of 18 years and have accepted in whatever manner the Trustees decide, the role of charity Trustee.

11.4 First Board of Charity Trustees

The first charity trustees of the Union are:-
Bobby Barbour
Suzanne Bryan
Sarah Furniss

11.5 Representation of the Charity Trustees of the Union

shall be represented as follows:-

- (a) Not more than one Sabbatical Trustee being the elected President of the Union elected by the Members of the Union in accordance with the Articles and Bye laws;
- (b) Not more than one Student Trustee other than an Officer of the Union being elected by the members of the Union in accordance with the Articles and Bye laws;

- (c) Not more than five Co-opted Trustees elected by the Board of Trustees, co-opted by a simple majority of those present and voting for such persons as they consider suitable to be Trustees (having regard to their skills and experience) out of which up to two shall be nominated by the Executive Committee of the Union and one shall be nominated by the University.
- (d) The Board of Trustees shall meet a minimum of four times a year.
- (e) The Trustee Chair of the Board of Trustees shall be elected by the Board in accordance with Article 16.2 (f)

The Board of Trustees may appoint a Returning Officer to support the election of Trustees.

11.6 Information for new Charity Trustees

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

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

11.7 Termination of trusteeship and appointment of trustees

- (a) Sabbatical Trustee. Unless their appointment is terminated (pursuant to Article (d) below) The Sabbatical Trustee shall remain in office for a term of usually twelve months and no greater than twenty four months, as specified in the Articles and Bye laws. The term of office may be shorter or longer on a transitional basis to coincide with the election date of The Sabbatical Trustee of the Union. At the same time as commencing the term of office as Trustee the Sabbatical Trustee will enter into a contract of employment with The Union. The duties of the Sabbatical Trustee shall be set out in the Articles and Bye laws (as amended from time to time)
- (b) Student Trustee. The Student Trustee shall remain in office for a term of usually twelve months as specified in the Articles and Bye laws. The Student Trustee may be re-elected for a further non-renewable year by the Members of The Union. The maximum aggregate time that a Student Trustee may serve is four years
- (c) The Co-opted Trustees shall remain in office for terms of up to four years calculated from the date of their appointment. Unless their appointment is terminated (pursuant to Article (e) below) Co-opted Trustees shall be appointed so that their terms of office are determined in such a manner that they do not terminate in the same year. At the end of their term in office the Co-opted Trustees shall be eligible for reappointment by a simple majority of those trustees present and voting for further terms up to four years but shall not be eligible for reappointment once they have served a maximum term of eight years. The Trustee in question shall not be able to vote for their own reappointment;

- (d) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between people who were last appointed or reappointed on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot;
- (e) Subject to the preceding provisions of this Article, a Trustee of the Union ceases to hold office if –
 - (i) he retires by notifying the Union accordingly in writing;
 - (ii) he dies;
 - (iii) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
 - (iv) he becomes disqualified for acting as a Trustee of the Union, and has not obtained a waiver from the Charity Commission which would permit him to act in the administration of The Union within 3 months of the date of the event which gave rise to the disqualification.
 - (v) he is removed from office pursuant to Article (f) below .
 - (vi) is absent without permission of the charity trustees from all their meetings held within a period of six months and the Trustees resolve that the office be vacated.
- (f) Either the members or the Board of Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has ceased to hold office as the result of the preceding provisions of this Article, or as an additional Trustee, provided that the limit specified in Article 11.5 on the number of Trustees would not as a result be exceeded.
- (g) The office of the Sabbatical Trustee shall be vacated if a petition of no confidence in the Sabbatical Trustee is signed by at least 50 of the members of the Union and the motion is passed by due vote in accordance with the Articles and Bye laws requiring a simple two-thirds majority of Members voting on the motion and constituting a quorum under Article 10.5(b) above, votes to remove the Sabbatical Trustee from office. Subject to the Sabbatical Trustees rights under Article 11(j) below the trustee shall be removed both from the remunerated sabbatical position within the Union and as a President of the Union.
- (h) The office of the Student Trustee shall be vacated if a petition of no confidence in the Student Trustee is signed by at least 50 of the members of the Union and the motion is passed by due vote in accordance with the Articles and Bye laws requiring a simple two-thirds majority of Members voting on the motion, and constituting a quorum under Article 10.5(b) above, votes to remove the Student Trustee from office.
- (i) The office of Co-opted Trustee shall be vacated if a petition of no confidence in the Co-opted Trustee is signed by at least 50 of the members of the Union

and the motion is passed by due vote in accordance with the Articles and Bye laws requiring a simple two-thirds majority of Members voting on the motion, and constituting a quorum under Article 10.5(b) above, votes to remove the Sabbatical Trustee from office or, by the Board of Trustees resolving by a simple majority to remove the Trustee being present and voting for the Trustee failing to act in the best interest of the Union and in accordance with the Articles and Bye laws. The Co-opted Trustee shall not be eligible to vote on the resolution and in the event of equal votes the Chair of the Trustees at the time shall be able to exercise a casting vote in addition to any vote already given.

(j) A Trustee has the right not to be removed unless the Trustee has been given at least fourteen days written notice of the proposed resolution and which sets out the grounds for seeking removal from office and giving the Trustee a fair and reasonable opportunity of addressing the allegations either verbally or in writing at the Trustee's discretion to the other trustees. If despite this process the decision to remove is implemented The Trustee shall have the right to appeal the decision of removal by an Appeal to a panel consisting of:-

- A member of the Union Executive committee who is not a trustee;
- A member of the Board of the University who is not a Trustee of the Union and
- An external member as determined by the Union after consultation with the University.

The Appeal body shall approve or not approve the removal of the Trustee as set out in the process in the Articles and Bye laws.

If the decision is to remove the Trustee the removal shall apply as if the Trustee was removed from the actual date the Board of Trustees decided to remove the Trustee in question.

(k) If the Sabbatical Trustee retires, is disqualified or is removed from office the Union shall hold a by election to appoint a replacement in accordance with the Articles and bye laws.

(l) If a Co-opted Trustee retires, is disqualified or is removed from office during their term of office the Board of Trustees shall call for a replacement nomination from the Union and/or The University, dependant on who nominated the outgoing Trustee and appoint a replacement Trustee voting for such persons as they consider suitable to be a Trustee (having regard to their skills and experience) being mindful of the duties under Article 11.2 above.

(m) If a Student Trustee retires, is disqualified or is removed from office the Board of Trustees may, in their discretion, nominate a replacement from the members to be co-opted for the term remaining until the next annual election takes place.

11.8 Register of Board of Charity Trustees

The Union must keep a register of its Trustees, and the following particulars of each Trustee must be entered in the register-

- (a) In the case of an individual –
 - (i) the Trustee's name, and any former name;
 - (ii) an address at which documents may be effectively served on the trustee;
 - (iii) the country or state (or part of the United Kingdom in which the Trustee is usually resident);
 - (iv) the Trustee's nationality;
 - (v) the Trustee's business occupation; and
 - (vi) the Trustee's date of birth;
- (b) and in the case of any other Trustee, the particulars which are set out in Regulation 58 of The Charitable Incorporated Organisations (General) Regulations 2008.

12. Quorum. Minimum number of Charity Trustees for the effective transaction of business

There shall be a minimum of the nearest whole number above 50% of the Trustees of the Union required for the effective transaction of any business other than –

- calling a meeting of the Trustees or the members of the Union;
- appointing a new Trustee of the Union; or admitting new members of the Union.

13. Maximum number of Charity Trustees who may be appointed

Neither the members of the Union nor the Trustees may appoint a Trustee at any time when the effect of an appointment would be that there were more than 7 members of the Board of trustees.

14. Taking of decisions by Charity Trustees

Any decision may be taken either at a meeting of the Trustees; or by resolution in writing or electronic form agreed by all of the charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity Trustee has signified their agreement. in some other way agreed to by all of the Trustees.

15. Delegation by the Board of Charity Trustees

The Trustees may delegate any of their powers to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Board of Trustees may at any time alter those terms and conditions, or revoke the delegation.

This power is in addition to any other power of delegation available to the Board of Trustees of the Union, but is subject to the following requirements –

- a committee may consist of one or more persons, but at least one member of each committee must be a Trustee;
- the acts and proceedings of any committee shall be brought to the attention of the Board of Trustees as a whole as soon as is reasonably practicable; and
- the Board of Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

Whilst not constituting a delegation of any of their powers The Board of Trustees may in any event appoint any person to be the Agent of the Union for such purposes and on such conditions as they may determine

16. Meetings of the Board of Charity Trustees

16.1 Calling meetings of the Board of Charity Trustees

Any Trustee may call a meeting of the Board of trustees.

Subject to that, the Board of trustees shall call a minimum of 4 meetings a year but otherwise shall decide how their meetings are to be called, and what notice is required.

16.2 Procedure at meetings of the Board of Charity Trustees

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is a minimum of the nearest whole number above 50% of the Board of Trustees of the Union, or such larger number as the trustees may decide from time to time. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote. A poll may be demanded by any trustee.
- (c) A poll shall be taken, and the result of the poll shall be announced, in such manner as the chairman of the meeting shall decide. A poll may be taken:–
 - (i) at the meeting at which it was demanded, or
 - (ii) at some other time and place specified by the chairman, or
 - (iii) through the use of postal or electronic communications.

- (d) Depending on the prescribed manner of the poll the result of the poll shall be announced at the meeting and in any event no later than within 3 days of the demand for the poll.
- (e) In the case of an equality of votes, whether on a show of hands or on a poll, the person who chairs the meeting shall have a second or casting vote.
- (f) The Union shall appoint a person with appropriate experience to act as Trustee Chair of their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

17. Use of electronic communications

17.1 To the Union;

Any member of the Union may communicate electronically with it, so long as the communication is authenticated in a manner which is satisfactory to the Union.

17.2 By the Union;

The Union will comply with the requirements of the Communication Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to a member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

Any member of the Union is to be taken, by admission to membership, to have agreed to the receipt of communications from the Union in electronic form, unless the member has indicated to the charity trustees of the Union their unwillingness to receive such communications in that form.

The Trustees of the Union may, subject to compliance with any legal requirements, by means of publication on its website –

- provide its members with the notice referred to in Article 10.4 above (general meetings); and
- submit any proposal to its members under Article 9.2 above.

18. The Union records

The Board of Trustees must keep adequate records of their own proceedings, of the proceedings of any committee, and of the proceedings of the members of The Union, whether those proceedings take place at meetings or not.

The records should include details of any appointments made and of other decisions taken in the course of those proceedings.

The Board of Trustees shall report on their proceedings to the Union at least 4 times a year.

19. Accounting records, accounts, annual reports and returns, register maintenance

The Board of Trustees of the Union shall comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of accounts, and to the preparation of annual reports and returns. The accounts, reports and returns shall be sent to the Charity Commission, regardless of the income of the Union within 10 months of the financial year end.

The Board of Trustees of the Union must notify the Commission within 28 days of any change in the particulars of the charity entered on the Central Register of Charities.

20. Rules

The Board of Trustees of the Union may from time to time, subject to the written approval of the Executive Committee (such approval not to be unreasonably withheld or delayed) make, alter or revoke such reasonable and proper Rules or Bye laws as they may deem necessary or expedient for the proper conduct and management of The Union; the conduct of business by the Trustees; the Executive Committee; any committee; and any matters or things within the powers or under the control of the Trustees provided that no such Rules or Bye laws shall be inconsistent with any provision of this constitution.

21. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011

- 21.1 This constitution can only be amended by the unanimous resolution of the members of the Union or, by a resolution passed by a 75% majority of those voting following a postal vote to all members.
- 21.2 Any alteration of Article 3 (Objects), or Article 23 (Destination of the Union's assets on dissolution) or of any provision where the alteration would provide authorisation for any benefit to be obtained by any Trustees or members of The Union or persons connected with them, requires the prior written consent of the Charity Commission.
- 21.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 21.4 A copy of the resolution, together with a copy of the Union's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been registered by the Commission.

22. Voluntary winding up and dissolution

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

(a) at a general meeting of the members of the Union called in accordance with this constitution of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting following a postal vote to all members of the Union' or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(iii) by a resolution agreed in writing by all members of the Union.

23. Destination of the Union's assets on dissolution

23.1 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 assets of the Union remaining after the payment of all its debts shall be applied.

23.2 If the resolution does not contain such a provision, the Board of Trustees must decide how any assets of the Union remaining after the payment of all its debts shall be applied.

23.3 In either case the assets must be applied for charitable purposes the same as or similar to those of the Union.

23.4 The Union must observe the requirements of the Dissolution Regulations in applying to the Commission for the Union to be removed from the Register of Charities.

24. Interpretations and Definitions

In this constitution the following terms shall have the following meanings:-

24.1 Term and Meaning

"Academic Year" means the period between 1 August in one Year to 31 July in the next Year determined by the Union as the period during which Students are required to be registered with Harper Adams University. Each Academic Year is divided into three terms;

"Agent" means an individual appointed to act on behalf of the Trustees and in the name of the Union as outlined in Article 15;

"Article and Articles" mean the provisions of Governance of the CIO of The Union;

“Board of Trustees” means the board of the Charity Trustees of the Union;

“clear days” means in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;

“CIO” means the constitution of a Charitable Incorporated Organisation as outlined in the law following the Charities Act 2011;

“ Charity Trustee: means a charity trustee of the CIO

“Communication Provisions” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

“Co-opted Trustee” means a Trustee appointed in accordance with Article 11 (5) who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act;

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012

“Education Act” means the Education Act 1994;

“Executive Committee” means the Student body elected by and from Students constituted in accordance with the constitution of this CIO, the Articles of Governance and the Rules of The Union known as “the Executive Committee”;

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012

“Meeting” means a meeting called in accordance with this CIO, the Articles and the Rules to discuss any issue facing members;

“in writing” means written, printed or transmitted writing including by electronic communication;

“Members” means Members of the Union in accordance with these Articles being currently registered Students at The University and/or Sabbatical Trustees;

“Office” means the head office of the Union;

“Officer/s” means the individual or collective positions of President, Vice President, Treasurer or Secretary of The Union;

“Policy” means the policy set by Poll of all Members or by the Executive Committee in accordance with the constitution of The CIO. Policy is only subject to the authority of the Board of Charity Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Union.

“Poll” means a counted vote or ballot, usually but not necessarily in writing.

“President” means the Sabbatical Trustee elected to the Office of President of the Union;

“Rules” means the Rules of governance of the Union

“Returning Officer” means the person appointed to be responsible for the good conduct

and administration of all elections of Elected Trustees and

“Sabbatical Trustee” means a Trustee appointed in accordance with Article 11.5 and being the President of the Union;

“Student” means any individual who is formally registered for an approved programme of study provided by Harper Adams University;

“Student Trustee” means a Trustee appointed in accordance with Article 11.5 who is a Student and for the avoidable doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;

“The University” means Harper Adams University.

“ Union” means Harper Adams University Students’ Union;

“Trustee and Trustees” means the Sabbatical Trustees, Student Trustees and the Co-opted Trustees who are the Charity Trustees of the Union;

“Trustee Chair” means the Chair of the Trustees appointed to this office in accordance with this CIO;

“Ultra Vires” means those actions that are inconsistent with this CIO (or its Charitable status).

“Year” means a calendar year.

24.2 References to Legislation

References to legislation shall (except where the context otherwise requires) be read as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.

24.3 Language and expressions

Use of Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.