

rgu:union



ROBERT GORDON UNIVERSITY STUDENTS' UNION

CONSTITUTION

REGISTERED CHARITY NUMBER: SC016639

Revised April 2017

Robert Gordon University Student Association Constitution

Registered Charity Number: SC016639

1. NAME

- 1.1 The Association shall be called “The Robert Gordon University Student Association” (the “Association”) also known as “RGU:Union” for promotional and marketing purposes.
- 1.2 The Association shall:
- 1.2.1 be an unincorporated association of members;
 - 1.2.2 have recognised charitable status;
 - 1.2.3 insofar as the Association sells and supplies excisable liquor obtain a premises licence in respect of the premises occupied by the Association from time to time in terms of the Licensing (Scotland) Act 2005 in accordance with the terms of that premises licence and that Act;
 - 1.2.4 be a non-profit making organisation and any financial surpluses shall be reinvested in the Association; and
 - 1.2.5 adhere to the requirements of the Education Act 1994 (as amended) and to the associated university Code of Practice.
- 1.3 There shall be Regulations to the Constitution which shall set out further provisions on certain matters.

2. AIMS AND OBJECTIVES

- 2.1 The objects of the Association are to:
- 2.1.1 represent and promote the general interests of students of the University;
 - 2.1.2 provide or assist in the provision of facilities for recreation or other leisure time occupation so that their conditions of life may be improved;
 - 2.1.3 advance the arts, culture, education, science, heritage and sport by providing amenities and supporting activities for students;
 - 2.1.4 prevent and relieve poverty and advance health by providing advice and welfare services for students and potential students.
- 2.2 The Association recognises that the following activities are key to achieving its objects:
- 2.2.1 representing students in their needs and aspirations;
 - 2.2.2 supporting students throughout their life at University;
 - 2.2.3 advising, informing and listening to students;

- 2.2.4 effecting inclusion by promoting participation in the work and activities of the Association;
 - 2.2.5 ensuring quality social and recreational facilities and services focused on enhancing the ‘student journey’ are provided to its membership;
 - 2.2.6 supporting student development, sports, societies and other co-curricular activities;
 - 2.2.7 promote the awareness of environmental sustainability among our members;
 - 2.2.8 promote, educate and celebrate equality and diversity wherever it can throughout the Association’s activities.
- 2.3 The Association shall have and shall publish an Equal Opportunities policy which shall cover all of the association’s activities concerning equality.

3. POWERS

- 3.1 The Association shall, in pursuit of its objectives (but not for any other purposes), and to ensure efficient management, be permitted to:
- 3.1.1 buy, sell, lease or hire goods or services of any description;
 - 3.1.2 invest the funds of the Association where appropriate;
 - 3.1.3 elect, and where necessary censure and/or dismiss, the Presidents and Vice Presidents of the Association (the “Presidents” and the “Vice Presidents”);
 - 3.1.4 exercise discipline in relation to members of the Association;
 - 3.1.5 create and bestow upon its members awards as it sees fit;
 - 3.1.6 employ such staff as are necessary and to provide for their remuneration;
 - 3.1.7 subscribe or contribute to any charitable or benevolent concern of a private or public character;
 - 3.1.8 meet the expenses of the Association;
 - 3.1.9 create standing forums and other such ad-hoc groups as from time to time the Association sees fit;
 - 3.1.10 enter into, vary, carry out and cancel contracts, agreements and undertakings;
 - 3.1.11 become a member of any corporate or unincorporated body which has objects similar to those of the Association and to meet the appropriate subscriptions and charges relating to such memberships;
 - 3.1.12 pay out of the funds of the Association 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 Association provided that no such insurance shall extend to:

- 3.1.12.1 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);
 - 3.1.12.2 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
 - 3.1.12.3 any liability incurred by the Trustees to the Association 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 Association or in the case of which they did not care whether it was in the best interests of the Association or not; and
- 3.1.13 do all such other things as may appear to be incidental or conducive to the attainment of the Association's objects or any of them.
- 3.2 In exercising any of the powers listed at clause 3.1, the relevant Union regulations, (the "Regulations") as set down and amended under clauses 14 and 15 from time to time shall at all times be adhered to.
- 3.3 The Association may exercise the following additional powers but only with the prior consent of the University's Board of Governors:
- 3.3.1 the purchase, sale, lease, holding or disposal of any heritable property;
 - 3.3.2 the purchase, sale, lease, holding or disposal of stocks and shares or the acquisition, formation, undertaking, liquidation or winding up of an interest in any company, society business or partnership;
 - 3.3.3 the borrowing, advance or lending of any monies or the taking or giving of any security; and
 - 3.3.4 the entry into a significant investment or creation of a partnership or other similar arrangement with any other entity.

4. MEMBERSHIP

4.1 There shall be six classes of members of the Association as follows:

- 4.1.1 Ordinary Membership (“Ordinary Members”);
- 4.1.2 Associate Membership (“Associate Members”);
- 4.1.3 Life Membership (“Life Members”);
- 4.1.4 Honorary Membership (“Honorary Members”);
- 4.1.5 Reciprocal Membership; and
- 4.1.6 Temporary Membership.

4.2 The Association shall at all times have membership regulations that will specify the nature of the classes of membership.

5. TRUSTEE BOARD

5.1 The Trustees of the Association shall be as follows:

- 5.1.1 Sabbatical Officers
- 5.1.2 Four External Trustees
- 5.1.3 Five Ordinary Members
- 5.1.4 One University Trustee

5.2 The Association shall at all times have Trustee Board Regulations that will specify the conduct and functioning of the Board.

6. MAJOR OFFICER BEARERS OF THE ASSOCIATION

6.1 The major office bearers shall be the ‘Sabbatical Officers’. The number (to a maximum of five) and composition of the major office bearers shall be agreed by the Trustee Board.

6.2 The Sabbatical Officers shall collectively constitute the Sabbatical Executive Committee.

6.3 The Sabbatical Officers shall be elected by a secret ballot in which all Ordinary Members are entitled to vote.

6.4 No Ordinary Member shall hold Sabbatical Office for more than two years in total.

- 6.5 The Association shall establish a number of Vice Presidents who shall assist the Sabbatical Officers in the discharge of their duties. Collectively the Presidents and Vice Presidents of the Association shall constitute the Executive Committee.
- 6.6 The Association shall at all times have elected officers regulations which shall specify the remits of the Presidents and title and remits of the Vice Presidents.

7. GENERAL MEETINGS

- 7.1 The general meetings (the “General Meeting”) of the Association shall be the primary policy-making forum of the Association.
- 7.2 There shall be one annual general meeting of the members of the Association each academic year (the “Annual General Meeting”) to be held at a place, date and time to be fixed by the, Sabbatical Executive Committee but which must be held during the teaching weeks of the first or second semester of the academic session.
- 7.3 Any properly constituted and quorate General Meeting of the Association shall have powers to pass policy for the whole of the Association and make amendments to this constitution, subject to the approval of the Trustee Board.
- 7.4 The Annual General Meeting and Referenda Regulations shall specify the proper conduct of General Meetings.

8. REFERENDUM

- 8.1 The Association shall, following approval by the Executive Committee, hold Referendums on matters relating to the policy of the Association and to propose amendments to the Constitution. In order to be valid not less than 1,300 Ordinary Members must have voted and a majority of the votes cast must have indicated a preference on any one question.
- 8.2 The Annual General Meeting and Referenda Regulations shall specify the proper conduct of Referendums.

9. STANDING FORUMS

- 9.1 The Association shall convene Standing Forums which are responsible for the main areas of the Association's activities, including Sport and Societies.
- 9.2 At a minimum, the Association shall at all times maintain the following standing forums:
- 9.2.1 the Sabbatical Executive Committee;
 - 9.2.2 the Executive Committee.
- 9.3 The Association shall at all times have Standing Forum Regulations which shall specify the establishment procedure, composition and remit of the forums.

10. FINANCE

- 10.1 The Association shall at all times have Financial Regulations that will specify the financial governance of the Association.

11. ELECTIONS

- 11.1 The Association shall at all times have Elections Regulations that shall specify the proper conduct of Union elections.

12. DISCIPLINE

- 12.1 The Association shall at all times have Discipline Regulations that shall specify how the Association shall exercise discipline in relation to Members.

13. COMPLAINTS

- 13.1 The Association shall at all times have a Complaints Regulations which shall regulate the means by which complaints are addressed to and by the Association.

14. REGULATIONS

- 14.1 The Association shall maintain at all times the Regulations in the proceeding clauses of this constitution.
- 14.2 From time to time the Board shall set down and approve such Regulations as it sees fit on various matters in order to better regulate the running of the Association.

15. AMENDMENT AND REVIEW OF THE CONSTITUTION AND REGULATIONS

- 15.1 The constitution may be amended by either:
- 15.1.1 a majority of the votes cast at any duly constituted General Meeting of the Association or;
 - 15.1.2 a majority of the votes cast in any valid referendum.
- 15.2 Any amendment made to the constitution by either a General Meeting or Referendum shall only take effect once it has been approved by a majority of the Board and the University's Board of Governors.
- 15.3 The provisions of the constitution shall be subject to review by the Board and the University's Board of Governors at intervals of not more than five years.
- 15.4 The Regulations of the Association shall be amended by any quorate meeting of the Board by a simple majority. Any Standing Forum or a General Meeting shall have the right to propose, by a majority of the votes cast, changes to these Regulations.
- 15.5 The Regulations of the Association shall be notified to the University's Board of Governors at least three weeks prior to taking effect. Any amendments to Regulations concerning matters pertaining to the Education Act 1994 (as amended) or the University's associated Code of Practice shall require the consent of the University's Board of Governors before taking effect.
- 15.6 No amendment of the Constitution or Regulations shall be made which would impede or interfere with the effective running of the Association as a charity.

16. DISPUTE RESOLUTION PROCEDURE

- 16.1 In the event of any dispute as to the interpretation of this Constitution or any of the associated Regulations, the Sabbatical Executive Committee shall in the first instance determine the appropriate interpretation, unless the dispute concerns the Sabbatical Executive Committee's role and standing within the Association. In the event of a challenge to this ruling the matter shall be referred to a General Meeting.
- 16.2 In the event of any dispute as to the Sabbatical Executive Committee's role and standing within the Association, the matter shall be referred to the Board for resolution.

17. DISSOLUTION

- 17.1 The Association may be dissolved by a decision of the Board at a Trustee Meeting called for this purpose. The General Meeting may also pass a motion by a majority of the votes cast, at a General Meeting called for this purpose, recommending to the Board the dissolution of the Association, whereupon a decision would be taken at a Trustee Meeting called for this purpose. In both cases prior intimation of these meetings should be given to the university's Board of Governors and the Office of the Scottish Charity Regulator (OSCR).
- 17.2 In the event of dissolution, the Board shall distribute or otherwise apply the Association's assets for one or more of the Association's charitable purposes as set out in clause 2.1 of this Constitution, to an institution or institutions having charitable purposes similar to those of this Union and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as this constitution imposes upon the Association. The assets shall, under no circumstances, be paid to or distributed among the Members of the Association.
- 17.3 The Members, at a General Meeting may authorise the Board to transfer the assets and liabilities of the Association to a limited liability entity established for exclusively charitable purposes with the same or similar objects, and to dissolve the Association at any time following the transfer if it is considered appropriate to do so.

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