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1. Name

- 1.1 The Students' Union, Queen Margaret University is the Students' Union of Queen Margaret University, Edinburgh (the "Students' Union").
- 1.2 The Students' Union is a registered Scottish charity and VAT Registered organisation. (Charity number: SC012608; VAT Registration number: 398 1180 26).

2. Objects

- 2.1 To enhance the student experience by providing representation, advice, activities and services to matriculated students based at the main QMU Campus in Edinburgh.
- 2.2 To stimulate the expression of student opinion within the University on all matters affecting the life and education of students and to be the recognised body representing the students views both within the University and to external organisations.
- 2.3 To promote cooperation amongst the students in order to further their educational, cultural, social, athletic and recreational interests, recognising the diversity of the student population and ensuring equal opportunities are available to all.
- 2.4 Provision of representation, advice, activities and services shall be made available to all matriculated students of the University based at the main QMU Campus in Edinburgh, unless they have exercised their right not to be a member.

3. Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
 - (a) To represent students at Queen Margaret University ("The University").
 - (b) To carry on any other activities which further any of the above objects.
 - (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Students' Unions activities.
 - (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Students' Union.
 - (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Students' Union.
 - (f) To borrow money, and to give security in support of any such borrowings by the association.
 - (g) To employ such staff as are considered appropriate for the proper conduct of the Students' Unions activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
 - (h) To engage such consultants and advisers as are considered appropriate from time to time.
 - (i) To effect insurance of all kinds (which may include officers' liability insurance).
 - (j) To invest any funds which are not immediately required for the Students' Unions activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Students' Unions objects.

- (l) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Students' Unions objects.
- (m) To form any company which is a charity with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Students' Unions assets and undertaking.
- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (p) To support student groups to raise and distribute money for charity and to administer a Raise and Give (RAG) society if requested by students for the personal development of the student members volunteering for that society.
- (q) Campaign alone or with other organisations to advance the rights of its Members so long as such activity is done within the law of the land.
- (r) To do anything which may be incidental or conducive to the furtherance of any of the Students' Unions objects.

4. MEMBERSHIP

- 4.1 The Students Union's members shall be :
 - (a) All matriculated students of the University based at the main QMU Campus in Edinburgh, unless they have exercised their right not to be a member.
 - (b) The Sabbatical Trustees of the Students' Union.
 - (c) Any Associate members as outlined in the regulations. Associate members shall not have any democratic rights within the Students' Union including, but not limited to, the right to vote in elections or stand for elected office.
- 4.2 All Students' Union members shall be subject to the regulations, policies and procedures of the Students' Union including its Code of Conduct. The Code of Conduct shall be maintained and reviewed regularly by the Trustee Board.
- 4.3 The Trustee Board shall ensure that a list of Members is kept and updated at least termly.

5. MEMBERS MEETINGS AND REFERENDA

- 5.1 Members Meetings may be called by the Trustee Board or the members as outlined in the regulations. Members Meetings must be called with at least 14 days clear notice.
- 5.2 Members Meetings may be held simultaneously in multiple locations, including online. The notice of the Members Meeting shall include information on how to engage in the meeting either in person or through a remote link.

Annual Members Meeting

- 5.3 The Trustees shall convene at least one Members meeting in each year (an "Annual Members Meeting"). Not more than 15 months shall elapse between one Annual members Meeting and the next.
- 5.4 The Annual Members Meeting shall take place at such a time and place that the Trustees believe will maximise engagement from members.
- 5.5 The business at an Annual Members Meeting shall include:-
 - (a) a report by a Student Trustee on the activities of the Students' Union
 - (b) presentation of the annual accounts of the Students' Union
 - (c) presentation of the organisations that the Students' Union is affiliated to

- (d) an outline of the procedure by which members can challenge affiliation to any organisation
- (e) any other such business as decided by the Trustee Board.

Referenda

- 5.6 There shall be a process for all members to call and vote in a referenda as outlined in the byelaws. The quorum to call a referenda shall not be more than 3% of the registered members at the start of the academic term in which it was called.

Other policy forums

- 5.7 A Members Meeting may set up other forums by which members may set campaigning and representative policy and hold elected representatives to account. Such forums must be outlined in the regulations and may never have powers that supersede or contradict that of any Meeting or process in this constitution.

6. TRUSTEE BOARD

- 6.1 The Trustee Board of The Students' Union shall be responsible for overseeing and co-ordinating the management and administration of Students' Union business and shall ensure that financial, strategic and operational activity is in accordance with charitable legislation. It shall have a veto over the decisions of all other bodies including Members Meetings on the grounds of:
 - (a) Financial concerns
 - (b) Legal concerns
 - (c) Reputational concerns
- 6.2 The Trustee Board shall be made up of
 - (a) Any Sabbatical Trustees as outlined in the regulations and appointed by clause 6.5. They shall not make up more than half of the total members of the board.
 - (b) Up to four Student Trustees as appointed by clause 6.6
 - (c) Up to four External Trustees as appointed by clause 6.7. External Trustees may never make up more than 50% of the Trustee Board body.
- 6.3 A Chair and Vice-Chair shall be elected by the Trustee Board from their members with one role being filled by a Sabbatical Officer or Student Trustee and the other by an External Trustee.
- 6.4 A Secretary may be appointed by the Trustee Board.

Appointment of Trustees

- 6.5 Sabbatical Officer Trustees shall be elected by secret ballot that all members shall be able to vote in as outlined in the regulations. They shall be appointed for the academic year following their election. Sabbatical Trustees shall be subject to an Employment Contract approved by the Trustee Board.
- 6.6 Student Trustees shall be appointed by the Trustee Board from a shortlist approved by the Appointments Committee. They shall be appointed for a term of up to two years and must be a Member of the Students' Union or an external Trustee for the duration of their appointment.

They may be re-appointed by the Trustee Board for a second term of up to two years which may be consecutive or non-consecutive.

- 6.7 Lay Trustees shall be appointed by the board from a shortlist approved by the Appointments Committee. No Lay Trustee shall be a current student of Queen Margaret University. They shall be appointed for a term of up to three years. They may be re-appointed by the Trustee Board for a second term of up to three years which may be consecutive or non-consecutive.

Removal of Trustees

- 6.8 Trustees shall be removed after their term of office ends, if they wish to resign or as a result of the following.
- a) A breach of the Code of Conduct
 - b) A breach of employment contract (in the case of Sabbatical Trustees)
 - c) A vote by members in a referendum in which at least 5% of the Members have voted and 50% of those voting have voted to remove that Trustee.
 - d) In the case of Student and Lay Trustees after a vote of the Trustee Board in which at least 66% of the other Trustees have voted to remove them because they do not believe they can fulfil the responsibilities of the role.
- 6.9 Should a Sabbatical Trustee resign or be removed from their Trustee position they shall also be removed from any employment as a representative.

Benefits of Trustees

- 6.10 A Trustee who has a personal interest in any transaction or other arrangement which the Students' Union is proposing to enter into, must declare that interest at the meeting and shall not vote on the question of whether or not the Students' Union should enter into that arrangement.
- 6.11 For the purposes of clause 6.10, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director, has a personal interest in that arrangement.
- 6.12 Provided,
- (a) they have declared their interest, and
 - (b) they have not voted on the question of whether or not the Students' Union should enter into the relevant arrangement
- a Trustee will not be debarred from entering into an arrangement with the Students' Union in which they have a personal interest (or are deemed to have a personal interest under clause 6.10) and may retain any personal benefit which they gain from their participation in that arrangement.
- 6.13 Only Sabbatical Trustees shall be employed by the Students' Union (full time or part time), and no Trustee may be given any remuneration by the Students' Union for carrying out their duties as a Trustee.
- 6.14 Where a Trustee provides services to the Students' Union or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 - (b) the Trustee members must be satisfied that it would be in the interests of the Students' Union to enter into the arrangement (taking account of that maximum amount);

- (c) less than half of the Trustees must be receiving remuneration from the association (or benefit from remuneration of that nature).
- 6.15 The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with the carrying-out of their duties.

7. TRUSTEE BOARD PROCEEDINGS AND EXERCISE OF POWERS

- 7.1 The Trustee Board may set out procedures for holding meetings providing that the following is observed.
- (a) The chair or any two other Trustee Board members may call a meeting.
 - (b) Meetings shall be called with at least 7 days' notice unless shorter notice is agreed by all Trustee Board Members. The notice shall include the time, date and location of the meeting.
 - (c) Meetings may take place simultaneously in multiple locations including online so long as all Trustees can hear and / or see each other and that the arrangements for them to join the meeting are included in the notice.
 - (d) No business shall take place unless a quorum is present which shall be at least four members including a Sabbatical Trustee, a Student Trustee and a Lay Trustee. Trustees who are conflicted under section 6.10 shall not count towards quorum.
 - (e) Trustees shall seek to agree business by consensus but may vote on an issue if needed. If a vote is called and there are a tied number of votes the chair shall have a casting vote.
 - (f) Any other individual may attend a board meeting at the agreement of the chair. The Chief Executive and other senior staff shall usually attend meetings of the Trustee Board.
- 7.2 Minutes of each meeting shall be made and approved at the next meeting. They shall be kept for at least 7 years.

Conduct of Trustees

- 7.3 Each of the members of the Trustee Board shall, in exercising their functions as a Trustee, act in the interests of the Students' Union; and, in particular, must
- (a) seek, in good faith, to ensure that the Students' Union acts in a manner which is in accordance with its objects (as set out in this constitution);
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the Students' Union and any other party:
 - (i) put the interests of the Students' Union before that of the other party, in taking decisions as a Trustee; or
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the Students' Union and refrain from participating in any discussions or decisions involving the other members of the Trustee with regard to the matter in question
 - (d) ensure that the association complies with any legal duty imposed on it
 - (e) comply with the Code of Conduct

Delegation

- 7.4 The Trustee Board may delegate any of their powers to any subcommittee consisting of one or more Trustees and such other persons (if any) as the Trustee Board may determine; they may also delegate to the chair of the Trustee Board (or the holder of any other post) such of their powers as they may consider appropriate.

- 7.5 Any delegation of powers under clause 7.4 may be made subject to such conditions as the Trustee Board may impose and may be revoked or altered.
- 7.6 The rules of procedure for any sub-committee shall be as prescribed by the Trustee Board.

The Chief Executive

- 7.7 The Trustee Board may delegate day to day operational management of the Students' Union to a Chief Executive. Such delegation will:
- (a) Be outlined in a job description or other written document which explains the limits of their authority.
 - (b) Be subject to a strategy and budget approved by the Trustee Board
- 7.8 The Chief Executive shall report back to the Trustees on their activity and progress against strategy on a regular basis and at least every meeting of the Trustee Board. They shall also provide management accounts to the Trustee Board to allow them to monitor the finances of the Students' Union.
- 7.9 The Chief Executive shall be appraised and supported in their role by the Chair of the Trustee Board and at least one Lay Trustee chosen by the Trustee Board.

Subcommittees

- 7.10 There shall be the following subcommittees
- (a) Student Officers' Committee
 - (b) Appointments Committee
 - (c) Any other as defined in the regulations
- 7.11 The Student Officers' Committee shall be responsible for the day-to-day representation of students and advancement of any campaigning or representative policy.
- 7.12 The Appointments Committee shall be responsible for the appointment and development of the Trustee Board.

8. ADMINISTRATIVE PROVISIONS

- 8.1 The Trustee Board shall ensure that the following registers are kept
- (a) A register of Students' Union Members
 - (b) A register of Trustees
 - (c) A register of interests for Trustees and senior staff

Accounting records and annual accounts

- 8.2 The Trustee Board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 8.3 The Trustee Board shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Minutes

- 8.4 The Trustee Board shall ensure that minutes are made of all proceedings at Members Meetings, Trustee Board meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting.

Communications

- 8.5 Any notice which requires to be given to a member under this constitution may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the Students' Union, sent by e-mail to the member at the e-mail address last notified by them to the Students' Union or placed on the Students' Union website. Notice length shall be counted from the day after a letter is posted, email is sent or statement placed on the website.

9. DISSOLUTION

- 9.1 Should the Trustees conclude that the Students' Union should be dissolved or wound up for any reason they will seek and take into account the views of the wider student population where possible.
- 9.2 Should the Students' Union be dissolved or wound up for any reason, the Trustee Board shall seek that all assets are passed to another organisation with identical or similar objects to itself. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the Students' Union's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the Students' Unions existence or on dissolution.

10. INTERPRETATION AND AMENDMENT

- 10.1 Responsibility for interpretation of the Constitution lies with the Chair of the Trustee Board. Any interpretation will be reported to the next meeting of the Trustees.
- 10.2 Amendments to this Constitution will require:
- a) A proposal from the Trustee Board made available to all members for at least 14 days.
 - b) An opportunity for amendments to that proposal to be submitted by any student member within that 14-day period.
 - c) Any amendments so submitted under 10.2b) may be accepted at the sole discretion of the Trustee Board.
 - d) A final proposal including any amendments to be sent to a Student Members' Meeting. Such a meeting must approve the new clauses to the constitution with not less than 66% of those voting in favour of the change.
 - e) Approval of The University.
- 10.3 The Constitution shall be reviewed at least every 5 years. This version reviewed April 2022.