

This Constitution applies to the joint functions and activities of University College London Men's Union Society and University College London Women's Union Society (the "**Component Unions**"), under the provisions of the Federation Agreement of 1954, and independent of the rules of each Society in relation to matters outside the scope of the Federation Agreement. Nothing in this Constitution shall contravene the provisions of the Trust Deeds dated respectively 10th August, 1910 and 17th April, 1911 referred to in the said Federation Agreement, or Charter, Statutes and Regulations for management of UCL (the "**College**").

The Union's mission statement is:

UCL Union: Supporting, serving and empowering UCL students.

I. **Name**

- A. The Union being a constituent part of UCL shall be called "UCL Union" (the "**Union**").

II. **Objects**

- A. The objects of the Union (the "**Objects**") are the advancement of education of students of the College for the public benefit by:
 1. providing for the intellectual, cultural, social and physical recreation of members;
 2. representing students of the College on any matter that has a legitimate student interest;
 3. fostering and encouraging the freedom of speech, expression, assembly and association amongst members;
 4. providing equality and opportunity for all its members;
 5. remaining a democratic, student lead organisation independent of any political party or religious body;
 6. implementing these Objects in a socially and environmentally responsible manner;
 7. providing welfare support for the membership.

III. **Powers**

- A. To further its objects, but not otherwise, the Union may:
 1. provide services and facilities (including licensed facilities) for members;
 2. establish, support, promote and operate a network of student activities for members;
 3. alone or with other organisations carry out campaigning activities in relation to the development and implementation of appropriate policies;
 4. purchase lease, hire or receive property including land, buildings and equipment and equip it for use;
 5. sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (subject to any consent required by law);
 6. borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law);

7. raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable trading activities in raising funds;
8. invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
9. delegate the management of investments to an appropriately experienced and qualified financial expert;
10. open and operate banking accounts; and
11. do all such other lawful things as shall further the Union's objects.

IV. Membership: Eligibility

- A. All registered students at the College shall automatically be ordinary members of the Union.
- B. Students who do not wish to be members of the Union or any of its Clubs or Societies may opt out according to the procedures set out in the Standing Orders and shall not be unfairly disadvantaged, with regard to the provision of services or otherwise, by reason of their having done so.
- C. Associate membership of the Union shall be open to all members of the College staff (including honorary members of the academic staff), Union staff, Fellows of the College, past students of the College and those who are employed by the College upon payment of the relevant membership fee, as laid down by Union Council.
- D. Honorary Life Membership of the Union may be granted by a Special Resolution of Union Council.
- E. Visiting membership of the Union may be granted by the Council to members of Students' Unions or equivalent societies in other Colleges or Universities for a period not exceeding twelve months, upon payment of a membership fee as defined in Standing Orders for membership of the Union.

V. Membership: Privileges

- A. Every member of the Union shall be entitled to the privileges as shown below:
 1. to use the rooms and facilities of the Union in accordance with regulations approved by Union Council;
 2. to attend and bring visitors to functions in accordance with regulations approved by Union Council;
 3. to membership of any or all Clubs and Societies subject to their regulations;
 4. to membership in the case of male members of the Men's Union Society and in the case of female members of the Women's Union Society.
- B. In addition only those members who are registered students of the College shall be entitled:
 1. to represent the Union in athletic or other activities if selected by the appropriate authority;
 2. to serve as officers or in leadership roles in any or all Clubs and Societies subject to their regulations;
 3. to participate in Union General Meetings, to vote in elections or to seek office in the Union or any of its Societies, subject to the Standing Orders;
 4. to membership privileges of the National Union of Students in respect of the capitation fee paid by the Union.

VI. Discipline

- A. Any member whose conduct is considered prejudicial to the reputation or administration of the Union may be disciplined as outlined in the Standing Orders subject to the right of appeal to a General Meeting.
- B. If the member is not satisfied by the decision of the General Meeting, they may appeal to an external panel convened by the College. This panel may overturn the decision of the General Meeting.

VII. Government of the Union

- A. The Union, its Trustees, and its officers shall at all times act within the general law and this Constitution.

VIII. Government: Appointment of Trustees

- A. The charity trustees of the Union (the "**Trustees**") shall be made up of the following persons:-
 1. the six sabbatical officers of the Union (the "**Sabbatical Trustees**");
 2. not more than six students of the College elected in accordance with Paragraph D of this Clause VIII (the "**Student Trustees**");
 3. not more than five individuals appointed in accordance with Paragraph E of this Clause VIII (the "**External Trustees**").
- B. Prior to their appointment, each Trustee must sign a declaration confirming that they understand the duties imposed on charity trustees and is willing to act as a trustee of the Union.
- C. Sabbatical Trustees are elected for a term of 12 months.
- D. Up to six Student Trustees shall be elected by secret ballot by the members of the Union at an election to be held in accordance with the Standing Orders and shall remain in office for a term of 12 months.
- E. The Executive shall appoint by a simple majority of those present and voting:-
 1. two members of College staff;
 2. two individuals who are alumni of the College and graduated from the College at least five years previously;
 3. one individual who is not a student, alumni or staff member of the College, as they consider suitable to be charity trustees (having regard to their skills and experience), as External Trustees. Names of suitable candidates shall be proposed to the Executive by a panel which will be formed in accordance with and act within with the Union's Human Resources policies. Unless their appointment is terminated in accordance with Clause XIV, External Trustees shall remain in office for terms of up to four years calculated from the date of appointment. The first External Trustees shall draw lots to decide which two External Trustees shall retire two years after the date of their appointment. The remaining first External Trustees shall retire four years after the date of their appointment.

IX. Government: Trustees' powers and duties

- A. The Trustees shall be responsible for overseeing the management and administration of the Union. The Trustees shall have ultimate responsibility for:-
 1. the governance of the Union; and
 2. the budget of the Union.
- B. The Trustees shall provide the Union Council with a regular update of their meetings and decisions either orally or in writing.

X. Government: Trustee delegation

- A. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee which may comprise of such of their number (if any) as the resolution may specify. The meetings and proceedings of any committee shall be governed by this Constitution and the Standing Orders regulating the meetings and proceedings of the Trustees.
- B. The committee shall report regularly to the Trustees, and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees.

XI. Government: Trustee payments

- A. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees, committees of Trustees, or General Meetings of the Union or otherwise in connection with the discharge of their duties.
- B. Sabbatical Trustees may receive a reasonable and proper payment for their work but:
 - 1. only if the procedure described in Clause XV of the Constitution is followed in relation to the Sabbatical Trustee; and
 - 2. subject always to the provisions of section 22 of the Education Act 1994 (as amended, revoked, consolidated or re-enacted in any form)except that at no time shall a majority of the Trustees benefit under this provision and provided that any such Trustee shall withdraw from any meeting at which their appointment or payment or that of his or her partner is under discussion.

XII. Government: Trustee Chair

- A. The chair of the Trustees (the "**Trustee Chair**") shall be a Sabbatical Trustee and shall preside at Trustee meetings. The Sabbatical Trustees shall agree a rotation of the role of Trustee Chair between the Sabbatical Trustees so it is clear which Sabbatical Trustee shall act as the Trustee Chair of each Trustee meeting. If the Sabbatical Trustee nominated to act as Trustee Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint another Sabbatical Trustee to chair the meeting.

XIII. Government: Trustee meetings

- A. Subject to the provisions of this Constitution and the Standing Orders, the Trustees may regulate their proceedings as they think fit.
- B. Any three Trustees may call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least five working days before such meeting unless urgent circumstances arise and a simple majority of the Trustees agree in writing to a meeting being called with two or more working days notice. The proceedings of any meeting shall not be deemed invalid due to any irregularity in respect of such notice of by reason of any business being considered which is not specified in such general particulars.
- C. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Trustee Chair shall have a second or casting vote.

- D. No business may be dealt with at a meeting of the Trustees unless at least nine Trustees are present including at least one External Trustee and at least one Sabbatical Trustee (to act as Trustee Chair).
- E. The Trustees may continue to act despite any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum in Paragraph D of this Clause XIII, the Trustees may act for the purpose of increasing the number of Trustees to that number or of arranging an election but for no other purpose.
- F. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee (apart from the selection or election procedure), that any of them were disqualified from holding office, had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- G. A meeting of the Trustees may be held either in person or by teleconference or by other suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.
- H. The Trustees shall hold a minimum of one meeting in each College term.

XIV. Government: Disqualification and Removal of Trustees

- A. The office of Trustee shall be vacated if:-
 - 1. they become prohibited by law from being a charity trustee;
 - 2. they become bankrupt or make any arrangement or composition with their creditors generally;
 - 3. they are or may be suffering from mental ill health and the other Trustees believe that they have become incapable of fulfilling their duties as a Trustee and as a result the Union is put at risk;
 - 4. they resign their office by three months' notice to the Union (but only if at least two Trustees remain in office when the notice of resignation is to take effect); or
 - 5. they are absent from three consecutive meetings of the Trustees without good cause.
- B. The office of Trustee shall be vacated if:-
 - 1. a petition for a Referendum on the motion of no confidence in the Trustee is signed by at least 5% of the members of the Union or such a motion for a Referendum is passed by a two-thirds majority of the Union Council and the motion of no confidence is passed by Referendum held in accordance with the Standing Orders requiring a simple two-thirds majority of members voting on the motion provided that 20% or more of the total membership votes; or
 - 2. they are removed by a resolution by three-quarters of those Trustees present and voting for failing to act in the best interests of the Union.
- C.
 - 1. A resolution to remove a Trustee in accordance with this Clause XIV shall not take effect unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard or making written representations to the other Trustees.
 - 2. A Trustee removed from office in accordance with Paragraph B of this Clause XIV only shall be entitled to appeal the decision to remove them to

an appeal body (the "**Appeal Body**") within 14 days of the resolution. The Appeal Body shall be a sub-committee of the College Council as nominated by the College Council.

D.

1. If a Sabbatical Trustee or a Student Trustee retires, is disqualified or is removed from office, the Union may hold a By-Election to appoint a replacement in accordance with the provisions of this Constitution and the Standing Orders of the Union.
2. If an External Trustee retires, is disqualified, or is removed from office, the Executive may appoint a replacement in accordance with Paragraph E of Clause VIII.

XV. Government: Trustees' conflict of interest

- A. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting and whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, they must:-
1. declare an interest before discussion begins on the matter;
 2. withdraw from that part of the meeting unless expressly invited to remain;
 3. in the case of personal interests not be counted in the quorum for that part of the meeting; and
 4. in the case of personal interests withdraw during the vote and have no vote on the matter.

XVI. Government: Referenda

- A. Subject to the provisions of this Constitution and of the appropriate Standing Orders, a Referendum shall override decisions of any General Meeting, Union Council or any Union Committee except for Establishment Committee whose business shall not be discussed in any Referendum.
- B. A Referendum may consider any matter that is raised correctly according to the Standing Orders for Referenda. The notice of a Referendum and the quorum and procedure for Referenda shall be as laid out in the Standing Orders for Referenda.
- C. Decisions made by a Referendum shall be subject to the approval of the Trustees on the following grounds only:
1. financial considerations;
 2. charity law or other legal requirements (including ultra vires).

XVIII. Government: General Meetings

- A. Every student member of the Union shall be entitled to attend General Meetings.
- B. There shall be three types of General Meeting: an Annual General Meeting (AGM), a Welcome General Meeting (WGM), and an Extraordinary General Meetings (EGM).
- C. An AGM shall be held once per annum in the first or second term and the WGM shall be held once per annum in the first term.
- D. Decisions made at any General Meeting of the members shall override those made at Union Council or any Union Committee subject to the standing orders for General Meetings.
- E. A General Meeting may consider any matter, except an establishment matter, that is raised correctly according to the Standing Orders for General Meetings. The quorum of General Meetings shall be as laid out in the Standing

Orders for General Meetings. Notice and procedure for General Meetings shall be in accordance with the Standing Orders for General Meetings.

- F. Decisions made by a General Meeting shall be subject to the approval of the Trustees on the following grounds only:
 - 1. financial considerations; and
 - 2. charity law or other legal requirements (including ultra vires).

XVIII. Government: Sectional Meetings

- A. A Sectional meeting of men or of women may be called to deal with matters affecting them differently. The quorum for a Sectional Meeting shall be 100 voting members.

XIX. Government: Union Council

- A. Union Council (the "**Council**") shall be the policy making body of the Union and shall be responsible for the formulation of Union policy, except when policy is determined by Referendum or General Meeting as outlined in this Constitution. Council shall exercise the powers of the Union, save those required to be exercised by the Trustees, a General Meeting or Referendum, or in some other manner under the terms of the Federation Agreement.
- B. Decisions made at Council override those made at any Union Committee or Associated Society Committee subject to the Standing Orders.
- C. Decisions made by Council shall only be subject to the approval of the Trustees on the following grounds:
 - 1. financial considerations; and
 - 2. charity law or other legal requirements (including ultra vires).
- D. In an emergency, in the event of Union Council not being readily available, the Executive shall exercise plenary powers subject to report to Union Council. Before exercising such plenary powers members of the Executive shall so far as practicable consult the other members of the Executive.
- E. Council shall consist of the following members:
 - 1. the Executive as outlined in the Standing Orders for the Executive. When necessary, one of the Sabbatical officers will assume ultimate responsibility according to the terms of reference of their posts.
 - 2. General Secretary.
 - 3. Hall Reps as outlined by, and as elected in such a manner as the Standing Orders may determine.
 - 4. Council Members as outlined by, and as elected in such a manner as the Standing Orders may determine.
 - 5. Co-opted between 1 April and 31 July each year, the Sabbatical Officers-Elect whose term of office starts on 1 August following.
 - 6. Four Senior Treasurers, appointed by Union Council, whose duties shall be defined in Standing Orders, provided that at least two of the Senior Treasurers shall normally be members of the academic or academically related staff of the College.
- F. All members of Union Council must be student members of the Union except for the Senior Treasurers. No member of Council may hold more than one of these positions at a time. No Sabbatical Officer may stand for election to a Sabbatical post at the end of their term of office or on any subsequent occasion.

XX. Government: Executive

- A. The Executive shall consist of the Officers of the Union designated in the Standing Orders. The Executive shall function as a means of continuity and co-ordination between Union Council meetings.
- B. Within five days of the Declaration of Nominations for Sabbatical posts each candidate must sign the Contract for Sabbatical Officers as laid out in the Standing Orders by which they will be bound should they be elected.
- C. A member of the Executive may be removed from office if a vote of no confidence is passed in accordance with the Standing Orders in force at the time of their election.

XXI. Government: Union Committees

- A. Union Council may appoint Standing Committees to which may be delegated responsibility for any aspect of the activities of the Union.
- B. In addition any committee of the Union may appoint working parties or sub-committees to which may be delegated any aspect of work of the Committee in question.

XXII. Government: Standing Orders

- A. Union activities shall be regulated by the Standing Orders framed in conformity with the Union Constitution.
- B. Only Union Council, a General Meeting or a Referendum may by Special Resolution make, rescind or amend the Standing Orders subject to the approval of the Trustees on the following grounds:
 - 1. financial considerations; and
 - 2. charity law or other legal requirements (including ultra vires).
- C. Individual Standing Orders may be suspended with the consent of two-thirds of those present and voting at Union Council or a General Meeting, provided that this power is not used to suspend the standing orders relating to quorum or to introduce a substantive motion to the Agenda unless notice in writing has been given to the Finance and Democracy Officer, or if unavailable, another member of Governance committee and the motion has been displayed on the official notice board for not less than three hours immediately preceding the time of the meeting.

XXIII. Elections

- A. The terms of office for all Union posts shall be as laid out in the Standing Orders.
- B. Powers of organisation and discipline of Union elections shall be vested in the Elections Committee and shall be exercised in accordance with the Standing Orders for Elections, provided that any action by Elections Committee in a matter of discipline shall be reported to Union Council and may be varied or rescinded by a Special Resolution of Union Council.
- C. Elections to all Union posts shall be by a secret ballot in which all students of the College who are eligible to vote as determined by the Standing Orders may do so.
- D. All students of the College who are Union members shall be entitled to vote in elections to sabbatical posts.
- E. The College Council shall satisfy itself that elections are fairly and properly conducted.

XXIV. Clubs and Societies

- A. Clubs and Societies shall be those Societies which are answerable to Union Council and whose finances are administered by the Union. The Activities Board may by simple majority admit or exclude such Societies, taking into account the recommendations of the Finance Committee.
- B. The constitution of a Club or Society shall require the approval of the Governance Committee, who shall ensure that all such constitutions comply with the Union's Constitution and Standing Orders. Any changes to existing Club or Society constitutions must be verified by the Governance Committee, who shall ensure that the proposed changes are introduced under the rules of the old constitution. Societies and Clubs whose constitutions are deemed invalid by Governance Committee shall be required to make the necessary changes.
- C. The constitution of a Club or Society shall also require the approval of the Activities Board, who shall ensure that the objects of the Club or Society do not duplicate those of any existing Club or Society. Any changes to existing Club or Society constitutions must be verified by the Activities Board. Societies and Clubs whose constitutions are not approved by Activities Board shall be required to make the necessary changes.
- D. The procedure to fairly allocate resources to Clubs and Societies is contained in the Standing Orders.
- E. The Royal Free, University College, and Middlesex Medical Students' Society (RUMS), the Postgraduate Association (PGA), and the School of Slavonic and Eastern European Studies (SSEES) Executive Committee shall be Societies of the Union and therefore bound under paragraphs A, B, and C of this clause XXIV.

XXV. Finance

- A. Financial year
The Union financial year shall be from August 1 to July 31 following.
- B. Estimates
 1. Estimates for the forthcoming financial year and revised estimates for the current financial year shall be submitted by the Union Finance Committee to the Union Council for presentation to the College as a report, with such explanations, and at such time annually or more frequently as shall be agreed between the College and the Union. This report shall be subject to the approval of the College Council. The College Council shall monitor the Union's expenditure.
 2. Detailed allocations within the estimates so submitted shall include such sums as may in the view of the Union, confirmed by the College, be required for the amortisation of debt, the replacement of assets and to meet any other long-term commitments.
- C. Income
 1. The financial income of the Union shall include:
 - a. An annual sum payable to the Union by the College, of such amount as shall be determined by the College Council after presentation of the report by the Union and after consultation between the College authorities and the Union.
 - b. A subscription payable by members other than registered students of the College, which shall be fixed by Union Council.
 - c. Such surpluses from Union concerns, functions, and other income receipts as from time to time may accrue.

- D. Expenditure
 - 1. The expenditure of the Union shall be in accordance with the Objects and Powers of the Union as specified in Clause II, and in conformity with the purposes for which grants or subventions are made by the College as shown in the report submitted under paragraph B of this Clause XXV and approved by the College Council, subject, in this latter respect, to a reasonable tolerance to be agreed from time to time with the College.
 - 2. This report, which shall contain a list of the external organisations to which the Union has made donations in the period to which the report relates and details of those donations, shall be available to any student on request.
- E. Auditors and Accounts
 - 1. The annual account of the Union shall be prepared in such forms as may be agreed from time to time by the College and shall be audited by professional auditors duly appointed by the Union with the approval of the College. The audited accounts, a report by the Union thereon and the auditors report shall be submitted by the Union Finance Committee to Union Council and sent to the College at such a time as may be required by the College.
- F. Financial Regulations
 - 1. The Union shall make regulations for the control and management of Union finances. Changes to these regulations shall require the approval of the College Finance Committee prior to those changes taking effect.

XXVI. Affiliation to Outside Bodies

- A. The Union may not affiliate to any religious, political or other sectarian organisations, other than the NUS and the University of London Union. The Union must comply with the procedure for affiliations set out in the Standing Orders.
- B. A referendum shall be held on affiliation to the NUS and the University of London Union no less than once every three years.

XXVII. Complaints

- A. The Union's complaints procedure is set out in the Standing Orders. Students who are dissatisfied in their dealings with the Union or claim to have been unfairly disadvantaged by reason of their having exercised the right in Clause IV, Paragraph B shall be able to make a complaint under the procedure.

XXVIII. Amendments and Alterations

- A. The Constitution may be added to, amended, or rescinded by a Special Resolution of a General Meeting subject to ratification by a Special Resolution at the following General Meeting.
- B. As required by the Education Act 1994, the College Council has approved this Constitution and all changes to this Constitution shall be forwarded to College Council for their approval prior to those changes taking effect. The College Council will review this Constitution at intervals of not more than five years.
- C. An Amendment to any Special Resolution (other than a drafting amendment) must be posted not later than four days before the discussion of the original resolution.

XXIX. Rider 'A'

- A. Provided that no alteration or addition to this Constitution or the Standing Orders which affects or varies the rights or privileges of the members of either Component Union without similarly affecting or varying the rights or privileges of the Component Union or which otherwise will have the effect of creating any material distinctive between the rights or duties of the respective Component Unions shall be effective without written consent of two-thirds of the total members of each of the Component Unions or the sanction of a resolution passed at a separate meeting of the members of each Component Union convened and held in accordance with its rules by a majority of no less than two-thirds of the members present and voting in each of such separate meetings. In the event of any dispute as to whether the rights or privileges of the members of either of the Component Unions may have been affected or varied or whether any material distinction has been created between the rights and duties of the members of the respective Component Unions the question shall be referred to the Provost for the time being of the College.

XXX. Interpretation

- A. In this Constitution, the following shall have the meaning here assigned to them, except where the context requires otherwise:
 1. 'an Officer of the Union' shall mean a student elected to a Union Office;
 2. 'Official Notice Board' shall mean that notice board from time to time designated by Union Council for the posting of official notices. Notices thus posted shall be deemed to have been given to every member of the Union;
 3. 'Special Resolution' shall mean a resolution passed by a two-thirds majority of members present and voting at any Union Council or General Meeting, provided that at least fourteen days notice of the proposed motion has been given by posting on the official notice board;
 4. 'Union Premises' means the accommodation in College buildings allocated from time to time by the College Council for use of the Union as listed in a schedule from time to time between the College and Union;
 5. all phrases and words not defined in this Constitution shall have the meanings given in the Standing Orders.