



## **University Ordinances**

**As at NOVEMBER 2017**

## **Preface**

Following approval of the revised Charter and Statutes in 2016, there has been a review of Ordinances.

The organising principles for the Ordinances are as follows:

- A – Governance
- B – Official Positions (non-management)
- C – Management
- D – Finance
- E – Other Matters

The Ordinances constitute internal legislation and are approved by Council. Subsequent amendments, additions or deletions will also be approved by Council. The term Regulations is used in the context of broadly academic matters, falling within the purview of Senate and accordingly, approval of Regulations will be sought through Senate.

Andrew Hartley, Director of Legal & Governance and University Secretary.

For further details contact:

Mr A Hartley  
Director of Legal & Governance  
University of Salford  
Salford  
M5 4WT

Tel: (0161) 295 6428  
Email: [a.hartley2@salford.ac.uk](mailto:a.hartley2@salford.ac.uk)

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## **INTRODUCTION**

The University Council and Senate and Standing Committees of these bodies will at all times endeavour to operate in accordance with the highest standards of corporate governance. The responsibility of Council members for discharging the responsibilities of Council is set out in the Statutes and their personal responsibilities are set out in a Code of Conduct. The duties of Senate members are set out in the Ordinance for the Senate.

Through its governance framework, the University recognises the distinction between management and governance. Management is the process of directing and controlling an entity for the purpose of co-ordinating and harmonizing the organisation towards accomplishing a goal, deploying and directing human, financial, technological and natural resources to that end. Governance describes the processes of decision making which grant authority (e.g. institutional strategy and policy), define expectations and verify performance (e.g. through pro-active monitoring).

### **Definitions and Interpretation**

In these Ordinances the following definitions shall apply:-

**"Code of Conduct"** of means the code of conduct for members of Council and senior officers found at [http://www.governance.salford.ac.uk/cms/page/Code\\_of\\_Conduct](http://www.governance.salford.ac.uk/cms/page/Code_of_Conduct) and as amended from time to time

**"Standing Committees"** shall have the meaning set out in paragraph 1.1 of the Standing Orders

**"Standing Orders"** means the standing orders for Council, Senate and their Standing Committees as set out in Appendix A to these Ordinances

Words defined in the Charter and Statutes shall have the same meaning in these Ordinances unless the context requires otherwise.

These Ordinances shall be interpreted in such manner as not to conflict with the Charter and Statutes.

## **1. ORDINANCE FOR GOVERNANCE**

- 1.1 Council is the supreme governing body of the University and as such is responsible for ensuring that policies, processes and procedures are in place which allow for the effective operation of the University. Senate is the academic authority of the University, with responsibility for monitoring the academic quality and standards of the University. Council delegates to Senate functions relating to the planning, co-ordination, development and supervision of the academic work of the University. Council and Senate will review their effectiveness on a regular basis and Council will review overall institutional performance. In carrying out these activities, measures will be taken to ensure that Council and Senate have cognisance of relevant and appropriate data and guidance.

## 2. **ORDINANCE FOR COUNCIL AND COUNCIL STANDING COMMITTEES**

- 2.1 The functions of Council are set out in the Statute 5 and the responsibilities of Council members are set out in Statute 6. The responsibilities and duties of Council members are set out in more detail in the Code of Conduct. The Code of Conduct outlines Council members' responsibility to observe the highest standards of governance. In particular, Council members are expected to observe the Seven Principles of Public Life, published by the Committee on Standards in Public Life, namely; selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 2.2 Council shall determine the process of appointment to Council to ensure the composition of Council as stipulated in the Statute 4, and the process for such appointments is set out in Ordinance 8.
- 2.3 Council has established the following standing committees:-
- 2.3.1 Audit and Risk Committee;
  - 2.3.2 Finance and Resources Committee;
  - 2.3.3 Governance, Nominations and Ethics Committee;
  - 2.3.4 Remuneration Committee; and
  - 2.3.5 Student Experience Committee.
- 2.4 The Honorary Degrees Committee is a joint committee of Council and Senate and is covered in Ordinance 4.
- 2.5 Standing Orders for Council, Senate and standing committees of these bodies (including joint committees) are attached as Appendix A.
- 2.6 Current terms of reference for Standing Committees of Council can be found on the University's Governance website at [www.governance.salford.ac.uk/council](http://www.governance.salford.ac.uk/council)

### 3. **ORDINANCE FOR THE SENATE**

3.1 Article 10 of the University's Charter provides:-

*"There shall be a Senate of the University which shall oversee teaching, learning, education and research and maintain the academic quality and standards of the University."*

3.2 The primary duty of Senate shall be to oversee the academic quality and standards of the University and to ensure that its academic activities, including mutually beneficial collaborations, flourish, develop and are enterprising in all aspects. The Senate shall have an important role in assuring the academic standards of its awards and the high quality of learning opportunities provided to students.

3.3 The Senate shall sustain the University's distinctive integration of learning and teaching, research and innovation and academic enterprise.

3.4 Subject to the provisions of the Charter, the Statutes and these Ordinances, the Senate may, within the responsibilities delegated to it by the Council, make, add to, amend or revoke Regulations relating to:

- (a) teaching, research, programmes of study and the award of degrees and other academic distinctions;
- (b) the conduct of examinations;
- (c) the requirements for admission to the University and to any particular scheme of study;
- (d) the conditions under which Students shall be permitted to continue their studies in the University;
- (e) academic dress; and
- (f) the discipline of the Students of the University.

3.5 The terms of reference of the Senate shall be:

- i) To assure the quality of learning opportunities, academic practice and the student experience and promote their enhancement.
- ii) To develop and promote research and innovation.
- iii) To authorise academic regulations, policies and procedures.
- iv) To regulate the admission, assessment and academic conduct of students and the award or withdrawal of credit and qualifications and related academic decisions.
- v) To oversee the approval, review and withdrawal of award and credit bearing provision and related collaborative partnerships.
- vi) To oversee audits of the operation of academic regulations, policies and procedures.
- vii) To oversee the effectiveness of academic activities and entities and the University's academic governance.
- viii) To advise Council, through Executive, on the academic merits of the establishment and disestablishment of academic units of organisation.
- ix) To advise Council and the Vice Chancellor on any matter under the terms of Clause 10c of the Charter.
- x) To establish committees and working groups necessary for the effective execution of Senate responsibilities.

3.6 The membership of the Senate shall comprise a maximum of thirty three members (twelve ex-officio, eighteen staff and three student members).

- 3.7 The following post-holders shall be ex officio members of the Senate:
- (a) the Vice Chancellor, who shall chair the Senate
  - (b) the Deputy and Pro Vice Chancellors (3)
  - (c) the Dean of Students
  - (d) Deans of School (7)
- 3.8 Of the eighteen staff members, six shall be appointed by Senate on the recommendation of its Academic Audit and Governance Committee and the remaining twelve staff shall be elected by and from the academic staff of the University. The process for election of staff, including the filling of casual vacancies, shall be determined by the Senate.
- 3.9 Staff members shall be appointed to the Senate on the basis of their standing, leadership, knowledge and relevant experience to ensure that the membership of Senate provides appropriate expertise of academic quality, standards and enhancement through: engagement with relevant external agencies or processes; the student experience and the learning environment; or leadership and practice in teaching and learning, research or academic enterprise.
- 3.10 Staff members of Senate, whether appointed or elected, shall serve a period of office of three years in the first instance but may serve for a further term of office to serve a maximum of six years consecutively. Staff who have served the maximum consecutive six-year period of office shall be eligible for appointment or election to the Senate only after an interruption in their membership of three years.
- 3.11 Three student members, normally including both Undergraduate and Postgraduate students and nominated by the Students' Union Trustee Board from among the Union's sabbatical officers, shall be appointed to Senate.
- 3.12 In their service on the Senate and its committees members shall be expected to:
- i. uphold the University's commitment to academic freedom and equity as set out in the Charter and assure the highest ethical standards of academic practice and governance.
  - ii. act corporately in the best interests of the University, serving its further development and advancement.
  - iii. assure the University's corporate responsibilities and obligations under law, regulation and public and University policy and with reference to national expectations and guidance on qualifications frameworks and the assurance of academic quality and standards in higher education.
  - iv. act in good faith, honestly and properly, exercising appropriate care and diligence.
  - v. disclose and, wherever possible, avoid conflicts of interest.
- 3.13 The Senate shall establish such standing and non-standing committees as it determines necessary to conduct its business effectively. The Senate shall determine or modify the terms of reference and constitution of its committees. The Senate shall review the effectiveness of its committees and shall modify academic governance arrangements as it determines necessary to fulfil its purpose and primary duty.
- 3.14 Standing Orders for Council, Senate and standing committees of these bodies (including joint committees) are attached as Appendix A; this includes the manner of reconvening adjourned meetings and the period of notice to be given.
- 3.15 The Chair and Deputy Chair of Senate shall have the right to be in attendance at any meeting of the Senate's standing committees or their sub-committees.

3.16 Current terms of reference and membership details for Senate and its committees can be found on the University's Governance website at [www.governance.salford.ac.uk/senate](http://www.governance.salford.ac.uk/senate).



4. **ORDINANCE FOR JOINT COMMITTEES OF COUNCIL AND SENATE**

4.1 Joint committees of Council and Senate may be established, modified and dissolved with the agreement of both the Council and Senate.

4.2 The terms of reference of joint committees of Council and Senate shall relate to the legitimate business of both the Council and Senate and shall require the approval of both the Council and Senate.

4.3 The constitution of joint committees of Council and Senate shall include representatives of both the Council and Senate, although not necessarily in equal number, and shall require the approval of both the Council and Senate.

4.4 Joint committees shall report to both Council and Senate.

4.5 **Honorary Degrees Committee**

4.5.1 Honorary Degrees Committee receives delegated authority on behalf of Council and Senate to consider candidates for the award of honorary degrees ensuring that all such awards are conferred on individuals whose achievements and activities are resonant with the core values of the University and that candidates considered and awards conferred reflect the range of academic endeavour in which the University is engaged.

4.5.2 Current terms of reference for Standing Committees of Council can be found on the University's Governance website at <http://www.governance.salford.ac.uk/page/honorarydegrees>

5. **ORDINANCE FOR THE CHANCELLOR**

5.1 Article 6 of the Charter provides that:-

*"There shall be a Chancellor of the University who shall be entitled to confer Degrees and other academic awards of the University."*

5.2 The Chancellor will be appointed by the Council following a process of search, consultation and selection on terms of appointment determined by the Council.

5.3 The Chancellor shall hold office for a fixed period of not normally less than five years as determined by Council or until resignation or removal if sooner. The period of appointment may be extended for a further period to be determined by Council, subject always to a maximum term of ten years.

5.4 The Chancellor shall not be a member of Council, Senate or any standing committee thereof, nor a student or staff member of the University and shall receive no remuneration other than expenses incurred.

5.5 The Chancellor shall not have the power to bind the University to a course of action.

5.6 The Chancellor may resign by written communication to the Secretary and the appointment may, for good reason, be revoked by Council, as set out in the Ordinance 10 - Removal of the Chancellor, Pro-Chancellors and Members of Council.

5.7 During a vacancy in the office of the Chancellor, or during his or her inability through illness or any other cause to perform his or her duties, the duties of that office shall be performed by a Pro-Chancellor as outlined in the Ordinance for Pro-Chancellor.

5.8 Upon a vacancy in the office of Chancellor, Council shall appoint a Chancellor on the recommendation of the Governance, Nominations and Ethics Committee.

6. **ORDINANCE FOR THE TITLE OF PRO-CHANCELLOR**

- 6.1 The Chair of Council shall ex officio be a Pro-Chancellor for the duration of their period of office as Chair of Council.
- 6.2 The Council may also confer the title of Pro-Chancellor on other members of Council, or other persons deemed suitable by the Council who are not current staff or students of the University.
- 6.3 With the exception of conferment of degrees and other academic awards of the University, Pro-Chancellors may perform such others of the Chancellor's functions (as determined by Council in accordance with the Ordinance for the Chancellor) as may be agreed by the Council.
- 6.4 Subject to earlier removal by the Council as provided for under the Ordinance for the Removal of the Chancellor, Pro-Chancellors and Members of Council, Pro-Chancellors appointed under paragraph 6.2 above shall hold office for a period of three years and be eligible for reappointment for one further period of three years.
- 6.5 Pro-Chancellors appointed under paragraph 6.2 above shall:-
- 6.5.1 receive no remuneration other than expenses incurred; and
- 6.5.2 not have the power to bind the University to a course of action.
- 6.6 A Pro-Chancellor shall, during a vacancy in the office of Chancellor or in the absence of the appointed Chancellor, perform all the functions of the Chancellor, notwithstanding the exception referred to in paragraph 6.3 above.
- 6.7 If there is more than one Pro-Chancellor in office, the Pro-Chancellor who has held office for the longest consecutive period shall deputise for the Chancellor.
- 6.8 Pro-Chancellors may resign from the post by notifying the Secretary, provided that, if they are Chair of Council, they resign from that office at the same time.
- 6.9 If a Pro-Chancellor is either appointed a member of staff of the University or registered as a student of the University they shall immediately cease to be a Pro-Chancellor.

7. **ORDINANCE FOR THE TITLE OF PROFESSOR EMERITUS**

- 7.1 Council on the recommendation of Senate may confer the title of Professor Emeritus upon any person who at the time of their retirement or voluntary redundancy has held the appointment of Professor in the University. Council will approve processes and procedures for the consideration of persons for this title.
- 7.2 This title is an honour in the gift of the University in recognition of distinguished service and there is no appeal should the University decide not to award the title.
- 7.3 The title of Professor Emeritus shall normally be conferred only if the recipient has been a member of academic staff at the University for a period of no less than 10 years.
- 7.4 On ceremonial occasions, a Professor Emeritus shall have the same privileges as a member of Senate but shall not be eligible for membership of Council or Senate or any of their committees.
- 7.5 No other rights, benefits or privileges are automatically attached to the award, but holders of the title may be invited to undertake teaching at the University on an occasional basis.

8. **ORDINANCE FOR APPOINTMENT OF MEMBERS OF COUNCIL**

8.1 Statutes 4.1 prescribes:-

"The Council shall be comprised of a maximum of twenty four Council members. The Council shall consist of a majority of Independent Members. The procedure for the appointment of Independent Members and Internal Members shall be prescribed in Ordinances."

This Ordinance elaborates the processes for the appointment of members of Council.

8.2 Statute 4.3 prescribes that:-

*"Internal members shall include*

*the Vice-Chancellor;*

*a minimum of three Staff Members, of whom:*

*(a) one shall be appointed by the Senate;*

*(b) one shall be nominated from among the Academic Staff of the University; and*

*(c) one shall be nominated from among all other Staff of the University; and*

*Two Student Members nominated by the Students' Union."*

8.3 All other appointments of members are made by recommendation to Council of the Governance, Nominations and Ethics Committee. In making its recommendations, the Governance, Nominations and Ethics Committee will consider the following:

- (a) that independent members shall always be in the majority;
- (b) the balance of skills and experience of Members required optimally to inform Council decisions and to assist it to discharge its functions as set out in Statute 5;
- (c) that, as far as possible, membership of the Council reflects gender and other equality considerations;
- (d) that persons recommended for membership are fit and proper persons through appropriate due diligence processes; that they are aware of the requirement to act in accordance with accepted standards of behaviour in public life and to act in the interests of the University as a whole rather than as representative of any constituency or interest group.

8.4 The appointment of the Chair and Deputy Chair of Council is made by recommendation to Council by the Governance, Nominations and Ethics Committee, and if the Chair or Deputy Chair of Council is not an independent member of Council prior to appointment, such a recommendation will be made by the Governance, Nominations and Ethics Committee to Council following a process of search, consultation and selection on terms of appointment determined by the Council.

8.5 The Governance, Nominations and Ethics Committee will recommend independent and other internal members for appointment to Council through processes approved by Council, to solicit, receive and review names of potential candidates.

8.6 Processes for the appointment of one academic staff member and one non-academic staff member of the University as provided for under Statutes 4.3.2(b) and (c) will include the opportunity for nomination of prospective candidates under processes specified by the Council to the Governance, Nominations and Ethics Committee by eligible staff in the relevant categories as well as from other sources specified by the Council.

- 8.7 The appointment by Council of two student members will be made by recommendation of the Trustee Board of the Students' Union to the Governance, Nominations and Ethics Committee which will make its recommendation to Council in the usual way. It is preferable, but not mandatory, for one student member to be an undergraduate and the other to be a postgraduate.

9. **ORDINANCE FOR ROLE CHAIR, DEPUTY CHAIR AND LEAD MEMBERS OF COUNCIL**

9.1 **Chair**

9.1.1 The Chair of Council shall be appointed to Council pursuant to paragraph 8.4 of Ordinance 8.

9.1.2 The role of the Chair of Council is to:-

- (a) lead Council;
- (b) establish performance objectives for the Vice-Chancellor and conduct an annual appraisal of performance against those objectives;
- (c) together with Council:-
  - (i) hold the Executive to account for its leadership and management of the University;
  - (ii) undertake the functions outlined in the Charter & Statutes;
  - (iii) consider and approve the University's strategy objectives and, with the Executive, develop a road map for implementation;
  - (iv) provide constructive challenge and support to the Executive in delivering the University's strategy;
  - (v) monitor the University's performance against its strategic objectives;
  - (vi) support the Executive in further enhancing the University's relationships with its stakeholders and with its regulators;
  - (vii) develop a succession plan for his/her role; and
  - (viii) ensure that Council reflects the appropriate mix of skills and experience effectively to fulfil its responsibilities.

9.2 **Deputy Chair**

9.2.1 The Deputy Chair of Council shall be appointed to Council pursuant to paragraph 8.4 of Ordinance 8.

9.2.2 The role of the Deputy Chair of Council is to:-

- (a) provide appropriate advice and support for the Chair;
- (b) on occasions when the Chair is unable to discharge his/her office as Chair as a result of a potential conflict of interest or unavoidable absence, assume the role of Acting Chair, and to chair meetings of Council and relevant standing committees;
- (c) support the Chair in the fulfilment of his/her duties, including (without limitation):-
  - (i) representing Council or the University (in circumstances where the Chair would otherwise fulfil this role);
  - (ii) attending internal and external meetings as necessary;
  - (iii) maintaining relationships with Council members and other members of standing committees; and

- (iv) representing Council within the University and maintaining a positive profile with students, staff and wider stakeholders.

### 9.3 **Lead Members**

- 9.3.1 Lead Members are discretionary roles and may be appointed to Council.
- 9.3.2 The purpose of Lead Members is to assist Council in fulfilling its responsibility for the review and monitoring of the management of the University and its performance, Council shall appoint independent members of Council to act as Lead Members for specific business areas. Lead Members shall report back to Council on a periodic basis, allowing Council members appropriate scrutiny of relevant operational and strategic issues.
- 9.3.3 The appointment, detailed terms of reference and period of office of Lead Members shall be determined by the Council.
- 9.3.4 Lead Members have responsibility for working with management leads in specific areas of business. Lead Members have general responsibility for:
  - (a) ensuring that processes are in place to assure themselves that the business area assigned to them is well managed;
  - (b) that decisions are evidence based;
  - (c) that decisions are arrived at after due process and include effective risk management; and
  - (d) that decisions made are aligned to institutional and local strategy.



10. **ORDINANCE FOR THE REMOVAL OF THE CHANCELLOR, PRO-CHANCELLORS AND MEMBERS OF COUNCIL (INCLUDING CHAIR, DEPUTY CHAIR AND LEAD MEMBERS)**
- 10.1 Holders of the posts of Chancellor and Pro-Chancellor and appointed or elected members of Council (including the Chair, Deputy Chair and Lead Members) may for good reason be removed from office by the Council.
- 10.2 Good reason for the removal of a Chancellor or Pro-Chancellor or the termination of Council membership (including the Chair, Deputy Chair and Lead Members) shall, without prejudice to other valid reasons determined by Council, include:
- a) conviction for an offence which, in the opinion of the Council, renders the person unfit to carry out the duties associated with their office or Council membership;
  - b) conduct which the Council deems incompatible with the duties of the office or Council membership; and
  - c) persistent failure to perform the duties of their office or Council membership.
- 10.3 Proposals to Council for the removal of the Chancellor, Pro-Chancellors or members of the Council (including the Chair, Deputy Chair and Lead Members) will be made on the motion of the Chair (or Deputy Chair if the proposal is for the removal of the Chair) following a process of review by the Governance, Nominations and Ethics Committee which may include informal discussions with the post holders or members concerned. Resignation by letter to the University Secretary by post holders or members will automatically terminate a process of review.

11. **ORDINANCE FOR THE VICE-CHANCELLOR**

11.1 Article 7 of the Charter prescribes that:-

*"There shall be a Vice-Chancellor of the University who shall be the chief executive officer of the University and shall have a general responsibility to the Council for maintaining and promoting the efficiency and good order of the University. He or she shall also be the Chair of the Senate and shall in the absence of the Chancellor confer Degrees and other academic awards."*

11.2 The Vice-Chancellor will be appointed by the Council following a process of search, consultation and selection determined by the Council. The terms of appointment, functions and duties to be performed by the Vice-Chancellor shall also be determined by the Council. Appointment to the position of Vice-Chancellor will normally include conferral of the title of "Professor".

11.3 During a vacancy in the office of Vice-Chancellor or in the event of his or her inability through illness or any other cause to perform his or her duties for a period likely to exceed three months, the Council shall appoint a suitable person as Acting Vice-Chancellor for such period and on such conditions as the Council may determine.

11.4 Responsibility for monitoring the performance of the Vice-Chancellor shall rest with the Council.

11.5 Steps may be taken to remove the Vice-Chancellor from office for good cause in accordance with this Ordinance. For the purposes of this Ordinance what constitutes 'good cause' shall be determined from time to time by the Council but includes a situation where one or more of the following circumstances apply to the Vice-Chancellor:

- (a) failing or neglecting efficiently and diligently to carry out any of his/her duties to the reasonable satisfaction of the Council;
- (b) conviction of any criminal offence punishable with a term of imprisonment (whether immediate or suspended);
- (c) any act of gross misconduct, gross negligence or any other serious breach of contract;
- (d) being adjudged bankrupt or being subject to a receiving order or administration order or making any arrangement or composition with his/her creditors generally or otherwise taking advantage of any statute from time to time in force offering relief for insolvency debtors;
- (e) serious breach of any rules issued by the University relating to the use of information technology, computer systems, e-mail or the internet;
- (f) persistent or serious failure to comply with any reasonable instructions or directions of the Council; or
- (g) any conduct which brings the University into serious disrepute.

11.6 The procedure to consider removal of the Vice-Chancellor shall be as follows:

11.6.1 a complaint seeking the removal from office of the Vice-Chancellor for good cause is made either in writing to the Chair of Council by at least three members of the Council or by the Chair of Council of his/her own motion (referred to below as "**Complaint**");

11.6.2 the Chair of Council shall notify the Vice-Chancellor of each Complaint and, where a Complaint is made to the Chair of Council in writing, shall provide the Vice-Chancellor with a copy of that Complaint;

- 11.6.3 the Chair of Council shall consider each Complaint and decide whether, on the basis of the material before him/her, there is on the face of such Complaint a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office;
- 11.6.4 if the Chair of Council decides that there is not on the face of any Complaint a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office, the Chair of Council shall recommend to the Council that no further action should be taken upon such Complaint. If, on consideration of such Complaint and the Chair of Council's recommendation in respect of such Complaint<sup>1</sup>, the Council decides that no further action should be taken upon such Complaint, then the Vice-Chancellor will be notified of this decision either at the meeting of the Council at which the decision is made (if the Vice-Chancellor is present at such meeting) or as soon as possible after the meeting of the Council at which this decision is made (if the Vice-Chancellor is not present at such meeting). (Where the Vice-Chancellor is present at the meeting of Council which decides no further action should be taken, confirmation of this decision will follow by written notification);
- 11.6.5 if it is decided, either by the Chair of Council under paragraph 11.6.3 above or by the Council under paragraph 11.6.4 above, that there is, on the face of any Complaint, a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office, the Chair of Council shall:
- (a) have the power to suspend the Vice-Chancellor pending consideration and, if applicable under paragraph (b) below, investigation of the Complaint. Such suspension shall be on full pay and without prejudice and may be with such conditions as the Chair of Council may deem appropriate;
  - (b) consider whether a detailed investigation process is required. In certain cases (for example where the facts are self-evident or conduct is admitted by the Vice-Chancellor), the Chair of Council may deem that an independent investigator is not required;
  - (c) subject to paragraph 11.16 below, appoint an independent (i.e. not a member of the Council nor employee of the University) investigator to investigate the Complaint where the Chair of Council decides that a more detailed investigation is required;
  - (d) subject to paragraph 11.16 below, establish a special committee (referred to below as 'Special Committee') to hear and consider the Complaint and to make recommendations to the Council as to whether or not the Complaint is upheld and, if the Complaint is upheld, whether or not the Vice-Chancellor should be removed from office.
  - (e) notify the Vice-Chancellor of the process to deal with the Complaint as set out above and taking account of the procedure determined by the Special Committee under paragraph 11.8 below and of the Vice-Chancellor's rights in respect of that process and procedure.
- 11.7 The Special Committee shall be comprised as follows:
- 11.7.1 an independent (i.e. not a member of the Council) Chair;
  - 11.7.2 an independent member of the Council; and
  - 11.7.3 an internal member of the Council (as defined in Statute 4.3).
- 11.8 To the extent that it has not otherwise already been determined by the Council, the procedure for the Special Committee to hear and consider any Complaint shall be determined by the Special Committee on its formation, taking into account:

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<sup>1</sup> The Chair of Council may convene a special meeting of the Council under Section 4.2 of Standing Orders (Appendix A to the Ordinances) so that the Complaint and the Chair of Council's recommendation can be considered.

- 11.8.1 the Complaint;
  - 11.8.2 the investigation process carried out regarding the Complaint (if any); and
  - 11.8.3 relevant legal and procedural advice to ensure that the procedure is consistent with the principles of natural justice.
- 11.9 The Special Committee shall report its recommendation in respect of the Complaint to the Council<sup>2</sup> and it will be for the Council to decide whether or not to follow that recommendation. The Vice-Chancellor shall be notified of the recommendation of the Special Committee at the same time as the recommendation is reported to the Council.
- 11.10 If the Council decides that the Complaint is upheld and that the Vice-Chancellor should be removed from office, the Vice-Chancellor shall be so removed with immediate effect.
- 11.11 If the Council decides that:
- 11.11.1 the Complaint is upheld but that the Vice-Chancellor should not be removed from office; or
  - 11.11.2 the Complaint is not upheld,
- the appointment of the Vice-Chancellor will continue. (Any suspension under paragraph 11.6.5(a) will be immediately lifted and the Vice-Chancellor shall resume his/her office with immediate effect).
- 11.12 Except where the decision of the Council under paragraph 11.10 or 11.11 is made during a hearing or meeting at which the Vice-Chancellor is present, the Vice-Chancellor shall be notified of the decision of the Council as soon as possible after the hearing or meeting of the Council at which the decision is made. (Where the Vice-Chancellor is present at a hearing or meeting at which the decision of the Council is made, confirmation of that decision will follow by written notification).
- 11.13 The decision of the Council in respect of any Complaint is final and there is no right of appeal for the Vice-Chancellor on any grounds against:
- 11.13.1 any decision (in whole or in part) of the Council; or
  - 11.13.2 any decision or other action (in whole or in part) of the Chair of Council; or
  - 11.13.3 any recommendation (in whole or in part) of the Special Committee.
- 11.14 If for any reason the Chair of Council declines or fails to act, or is required by Council to cease acting, in respect of any Complaint, then the Council may appoint one of its other members to fulfil the role of Chair of Council in respect of such Complaint under this Ordinance and, in that eventuality, reference to the Chair of Council in this Ordinance will be construed accordingly.
- 11.15 Where this Ordinance provides for notification to be given to the Vice-Chancellor, then such notification will be in writing and sent to his/her home address or email.
- 11.16 To be clear, in respect of all Complaints:
- 11.16.1 the Chair of Council has delegated authority from the Council to make decisions and to take the steps for which the Chair of Council is stated to have responsibility under paragraph 11.6 above. However, where the Chair of Council is making any decision or taking any step under paragraph 11.6.5 above, he/she will endeavour (where this is practicable) to consult with at least 3 other members of the Council (and to take account of the views of such other members of the Council) before making such decision or taking such step; and

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<sup>2</sup> The Chair of Council may convene a special meeting of the Council under Section 4.2 of Standing Orders (Appendix A to the Ordinances) so that the Complaint and the recommendation of the Special Committee can be considered.

11.16.2 all decisions made and steps taken by the Chair of Council under paragraph 11.6.5 shall be reported by the Chair of Council to the other members of the Council.

12. **ORDINANCE FOR UNIVERSITY SECRETARY**

12.1 In accordance with Section 8 of the Charter, Council has determined that there will be a University Secretary who will act as Secretary to the Council. Council will determine the functions and duties to be performed by the Secretary.

Appointment

12.2 Council will determine the process of search, and selection for the University Secretary. The Chair of Council, or nominated deputy, shall chair the selection panel for the appointment of the University Secretary.

12.3 The University Secretary may combine the role of Secretary to the Council with responsibilities as a Senior Manager and a member of the Executive. Further details regarding this dual role may be found in Annex B to the Code of Conduct; the Role and Responsibilities of the University Secretary as Secretary to Council.

Removal

12.4 Given the dual reporting lines of the University Secretary, the process for removal from office differs slightly from the University's normal human resources policies and procedures. Grounds for disciplinary action and removal shall be consistent with the University's normal human resource policies and procedures and shall include failing or neglecting efficiently and diligently to carry out any of his/her duties to the reasonable satisfaction of the Council; however, steps shall be taken to ensure that the Chair of Council, on behalf of Council, has the lead role in any decision to initiate proceedings which may lead to the removal from office of the University Secretary. In such an eventuality, which may be initiated by a complaint by a member of University Council (including the Vice-Chancellor), the Chair of Council, advised by the Director of Human Resources and other appropriate members of management, shall draw up a protocol for approval by Council (or the Chair of Council acting on Council's behalf) to enable proceedings to be initiated and concluded. This protocol, which shall include arrangements for initial investigation, a hearing (if required) and any subsequent appeal process, shall be consistent with the principles of the University's normal Human Resource policies and procedures although details may vary according to the matter under consideration.

13. **ORDINANCE FOR OTHER OFFICERS**

- 13.1 In accordance with section 8 of the Charter, Council may determine the need for other officers of the University to perform such functions and duties as may be determined by the Council
- 13.2 For other posts determined by Council in relation to paragraph 13.1 above, Council may delegate confirmation of the process of search, consultation and selection to the Vice-Chancellor and/or other officers as determined by the Vice-Chancellor.
- 13.3 A Council member shall be on the selection panel for all posts for which Remuneration Committee is responsible for determination of salary. Removal of other officers shall be consistent with the University's normal human resources policies and procedures, with the proviso that the Vice-Chancellor shall ensure that, if action is proposed that may result in the removal of an officer holding one of the posts for which Remuneration Committee is responsible for determination of salary, there should be consultation with the Chair of Council.

14. **ORDINANCE FOR FINANCIAL AND OTHER INTERESTS**

14.1 Members of Council and Senior Officers<sup>†</sup> of the University (as stipulated in the Code of Conduct), may not have any interest in any tangible or intangible property belonging to the University other than as a trustee.

14.2 Members of Council and Senior Officers<sup>†</sup> should declare any:-

14.2.1 financial or other interest in any business or proposed business for the supply of goods or services to the University;

14.2.2 pecuniary, family or other personal interest in any item of business before Council or one of its committees

as soon as practicable, and in accordance with the procedures set out in Annex C of the Code of Conduct <sup>†</sup> and following any such declaration shall abide by the attendance requirements set out in the Code of Conduct.

14.3 In respect of receipt of any offer, gift, favour or hospitality, members of Council and Senior Officers<sup>†</sup> should act in accordance with the Code of Conduct<sup>†</sup>.

14.4 A register of financial and other relevant interests of members of Council and Senior Officers<sup>†</sup> will be maintained, which will include:

- a) all positions, appointments or other employment with any other organisation; in each case whether remunerated and non-remunerated;
- b) details of any self-employed business, business ventures, consultancy or other related activities (remunerated and non-remunerated);
- c) details of any contractual or other relationship (whether financial or non-financial) with any other company, public authority, public service or any other organisation (this includes directorships, partnerships, consultancy activity, elected office, board membership, traineeships or participation in the management of charities and any other appointments or positions of authority or influence, whether paid or unpaid);
- d) details of any financial or non-financial interests of spouses, partners (including civil partners) or other immediate family members.

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<sup>†</sup> This term includes both officers as determined by the Council in accordance with Section 8 of the Charter and other officers as determined by the Vice-Chancellor



15. **ORDINANCE FOR CONTRACTS**

15.1 Any contract may be made on behalf of the University by any person acting under the express or implied authority of the Council as set out in the University's financial regulations and such contract may be varied or discharged in the same manner.

15.2 Any contract that is required to be made, varied or discharged by the University as a deed shall be executed by the affixing of the University's common seal to such contract in the presence of an officer as specified in the University's financial regulations.

16. **ORDINANCE FOR THE STUDENTS' UNION**

16.1 The University's Charter (Section 11) provides for a Students' Union of the University (the "**Union**").

16.2 The objects of the Union (as reflected in the Union's current constitution) are:

- i) the advancement of education for students at the University of Salford for the public benefit by:
  - a) promoting the interests and welfare of students at the University of Salford during their course of study and representing, supporting and advising students;
  - b) being the recognised representative channel between students and the University of Salford and any other external bodies; and
  - c) providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its students.

16.3 The Constitution of the Union is attached to these Ordinances at Appendix B. The Constitution shall be subject to review and approval by the University Council at intervals of not less than five years.

17. **ORDINANCE FOR CONFERRING BENEFITS ON COUNCIL MEMBERS**

17.1 For the purposes of Article 5 of the Charter the following are permitted:

- the benefit described by sub-clause (2) of this clause;
- the benefit described by sub-clause (3) provided that the Council members as charity trustees follow the procedure and observe the conditions set out in sub-clause (4) of this clause; and/or
- any benefit authorised in writing by the Council.

And in this clause, benefit has the same meaning as Article 5 of the Charter.

17.2 A Council member may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.

17.3

- (a) A Council member may receive a benefit from the University in the capacity of a beneficiary of the University.
- (b) A Council member may be employed or engaged by the University other than for acting as a Council member.
- (c) A Council member may receive benefits for acting as a Council member provided the Council members have in addition to meeting the requirements of 16(4):
  - (i) read considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
  - (ii) resolved that it is clearly in the interests of the University that the Council member in question be awarded the remuneration in question; and
  - (iii) resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Council member, that offering the remuneration in question provides a significant and clear advantage over all the other options available.
- (d) A company of which a Council member is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Council member holds no more than 1% of the issued capital of that company.

17.4

- (a) The University and its Council member(s) may only rely upon the authority provided by sub-clause 16(3) if each of the following conditions is satisfied:
  - (i) The remuneration or other sums paid to the Council member do not exceed an amount that is reasonable in all the circumstances.
  - (ii) The conflicted Council members are absent from the part of any meeting at which there is discussion of:
    - his or her employment or remuneration, or any matter concerning the contract or arrangement; or
    - his or her performance in the employment or office, or his or her performance of the contract; or

- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 16(3);
  - if applicable, the matters described in sub-clause 16(3)(c); or
  - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 16(3).
- (iii) The conflicted Council members do not vote on any such matter and are not to be counted when calculating whether a quorum of Council members is present at the meeting.
- (iv) The non-conflicted Council member(s) are satisfied that it is in the interests of the University to employ or to contract with that Council member rather than with someone who is not a Council member. In reaching that decision the non-conflicted Council members must balance the advantage of employing a Council member against the disadvantages of doing so (especially the loss of the Council member's services as a result of dealing with the Council member's conflict of interest).
- (v) The reason for their decision is recorded by the non-conflicted Council members.
- (vi) A majority of the Council members then in office are non-conflicted.
- (vii) If a Council member receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.

17.5 In sub-clauses (1)-(4) of this clause:

- (a) and more particularly for the purposes of clause 16(3)(b), the employment or remuneration of a Council member includes the engagement or remuneration of any firm or company in which the Council member is:
- (i) a partner or in the case of a limited liability partnership, a member;
  - (ii) an employee;
  - (iii) a consultant;
  - (iv) a director; or
  - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Council member holds less than 1% of the issued capital.
- (b) "University" shall include any company in which the University:
- holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the Board of the company.
- (c) "Council member" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Council member or any person living with the Council member as his or her partner.
- (d) a "conflicted Council member" is a Council member who has received, is entitled to receive or is currently receiving remuneration under this clause. A conflicted Council member also includes a Council member who has received financial benefits described in clause 16(1) but before this clause came into force.

- (e) a “non-conflicted Council member” is a Council member who is not a conflicted Council member.

17.6 This clause may not be amended without the express prior consent of the Privy Council.

**UNIVERSITY OF SALFORD****STANDING ORDERS FOR COUNCIL, SENATE AND THEIR STANDING COMMITTEES**1. Applicability

1.1 These Standing Orders shall apply to the following bodies of the University of Salford:

- Council and its standing committees
- Senate and its standing committees
- Joint standing committees of Council and Senate.

with each of the above being a "**Body**" and "**Bodies**" shall mean all or any of them as the context may so require.

1.2 Standing committees shall be defined as those permanent and regular committees with fixed membership specialising in the consideration of particular areas of business within the remit of their parent body. Other committees shall be considered non-standing committees where they are constituted with looser membership provisions (e.g. where substitute members are permitted or where members are drawn from a wider pool) and/or are convened as and when the need arises to deal with specific matters. The term 'Committee' as used in these standing orders applies to any of the bodies referred to in 1.1 above.

1.3 Alternate members are not permitted at any of the Bodies.

1.4 Where Council or Senate approves exceptions in the application of these Standing Orders to their respective standing committees, these exceptions shall be made explicit in the Standing Orders.

1.5 These Standing Orders shall be recognized as the University model for management of business of Bodies and shall apply, as appropriate, to committees established by and within the University of Salford other than those referred to in 1.1 above.

2. Chair and Deputy Chair

2.1 Meetings of a Body shall be chaired by the Chair designated in the Body's membership.

2.2 In the absence from a quorate meeting of the Chair, those members present shall elect one of their number to chair the meeting unless the position of Deputy Chair is designated in the Body's constitution or terms of reference, in which case the Deputy Chair will chair the meeting.

3. Quorum and Adjournment

3.1 The quorum for meetings of Council shall be that specified in Statute 4.5, i.e. one-third rounded up to the next whole number of the total actual membership of the Council, of which a majority shall always be independent members with such quorum capable of being made up of those attending in person, by telephone or such other electronic or virtual means in which all participants may communicate simultaneously with all other participants.

3.2 The quorum for all other Bodies other than Council shall be one-third of the current actual membership rounded up to the nearest whole number, e.g. a Body with 16 members in post shall have a quorum of 6 with such quorum capable of being made up of those attending in person, by telephone or such other electronic or virtual means in which all participants may communicate simultaneously with all other participants.

3.3 In the absence of a quorum within thirty minutes of the published start time of Council, no business shall be transacted other than the adjournment of the meeting to another time, except as provided for in 3.4 below. In the absence of a quorum at the published start time of meetings

for all other Bodies other than Council, no business shall be transacted other than the adjournment of the meeting to another time, except as provided for in 3.4 below. When a meeting becomes inquorate through the departure of one or more members, the Chair shall decide whether the consideration of unfinished business requires the adjourned meeting to be reconvened. If there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of the relevant Body.

- 3.4 At an adjourned meeting at another re-arranged time, the business of any original meeting which was adjourned because of inquoracy may be completed, even in the absence of a quorum. In such cases adjourned business shall take precedence over other business except for the confirmation of minutes of the previous meeting.
- 3.5 Where an adjourned meeting is to be reconvened, the Chair shall normally give members at least one week's notice of the date and time of the reconvened meeting and of the business to be transacted, which shall normally be restricted to the unfinished business from the original meeting.
- 3.6 The Chair may decide or be directed by a Body to adjourn a quorate meeting to later on the same date or to another date. Where the time and date of the adjourned meeting, whether on the same date or another date, is decided at the original quorate meeting, the provisions of 3.5 shall not apply. Where the time and date of the adjourned meeting is not decided at the original quorate meeting, the provisions of 3.5 shall apply.
- 3.7 Where a quorate meeting has been adjourned to later on the same date, no business shall be decided at the adjourned meeting without a quorum other than the adjournment of the meeting to another date.

#### 4. Schedule and Notice of Meetings

- 4.1 For each Body an annual schedule of ordinary meetings shall be agreed with the Chair and published for members prior to the start of each academic year. At least two meetings for each Body shall be scheduled for each academic year.
- 4.2 Special meetings of a Body may be convened by the Chair at any time, subject to the provisions of paragraph 4.4 below, to consider matters to which specific or immediate attention must be given.
- 4.3 An extraordinary meeting of a Body shall be convened within two weeks of the receipt by the Secretary to the Body of a written request signed by not less than one-third of the actual membership. In such circumstances paragraph 4.4 shall not apply but members shall be given at least two days' notice of the extraordinary meeting and of the business to be conducted.
- 4.4 Unless otherwise agreed by a Body, at least one week's notice shall be given to members of the business to be transacted at meetings (this includes any meeting to be reconvened because the original scheduled meeting was inquorate), such notice shall be deemed given on the day of despatch in the case of email communications or the day after despatch in the case of internal or external postal communications. The accidental omission to give notice of a meeting to or the lack of receipt of notice of a meeting by any member shall not invalidate the proceedings of the meeting.

#### 5. Conduct of Business at Meetings

- 5.1 Unless varied by resolution of the relevant Body, the order of business to be transacted at a meeting shall be as set out in the agenda which shall be compiled by the Secretary to the relevant Body and approved by the Chair prior to issue and provided to members in accordance with 4.4 above.
- 5.2 The consideration of any business not notified on the agenda shall be permitted only at the discretion of the Chair or by resolution of the relevant Body, taking into account the urgency of the business.

- 5.3 Members wishing to propose an item of business shall normally give written notice of such business to the Chair or Secretary of the relevant Body at least two weeks in advance of the next scheduled meeting so that the item may be included on the agenda. Where such notice is not practicable because of the nature of the business, members shall notify the Chair at the earliest opportunity of the proposed item and the Chair shall decide on its inclusion in the business to be transacted at the next meeting or at a subsequent meeting.
- 5.4 Where an item of business is categorised as confidential, members shall not divulge the associated papers or discussion to anyone who is not a member of the relevant Body without the written consent of the Chair.
- 5.5 For Council meetings only, agenda items may be asterisked and classed as starred items. Starred items are straightforward and non-controversial and are for approval or noting without discussion. When the agenda is compiled, the final decision on whether an item is starred rests with the Chair. Once the agenda is dispatched, any member of Council may request before the meeting, by notifying the Deputy Secretary, that an item be unstarred. At the start of each meeting, the Chair will confirm which items are starred.
- 5.6 Any member who has a pecuniary, family or other personal interest in any item of business shall, as soon as practicable, and in accordance with the procedure set out in Annex C of the Code of Conduct, disclose that fact to the relevant Body and shall withdraw from that part of the meeting unless requested to remain either by the Chair or by resolution of the relevant Body.
- 5.7 Any member shall be permitted to speak to any item under consideration but the Chair may, having regard to equity of opportunity, limit the duration and frequency of a member's spoken contributions to any one item. Any recommendation or amendment to a recommendation proposed by a member shall be seconded before discussion by the Body.
- 5.8 Decisions of a Body shall be passed by a majority of members present. Where a vote is deemed necessary by the Chair to determine the majority, this shall be conducted by a show of hands. In the case of an equality of votes, the Chair shall have a second and casting vote. Decisions may arise from proposals presented in a written report before a meeting and/or orally by one or more members during discussion of the item (subject to compliance with clauses 5.2 and 5.3 above),
- 5.9 Officers, observers and others in attendance at a meeting, including the Secretary to the Body, shall be allowed to speak at meetings by invitation of the Chair.
- 5.10 Exceptionally, the Chair may direct that an item of business be considered *in camera* and require any officers, observers or other persons in attendance to withdraw during consideration of the item. Where the Secretary of the Body has withdrawn from the meeting in such circumstances, they must be apprised on their return of any resolutions made *in camera* so that the official record of the meeting may be completed.
- 5.11 No decision of a Body shall be rescinded unless notice of a proposal to rescind the decision is given in the agenda for the meeting at which it is to be considered.
6. Papers and Minutes
- 6.1 Papers submitted to and considered by a Body, including agendas, shall be deemed public documents, i.e. appropriate for wide circulation or unrestricted publication, unless otherwise determined by the Body or its parent Body or the application of current legislation.
- 6.2 Where it is determined that Body papers are not public documents, the degree of confidentiality of the documents should be made clear to Body members.
- 6.3 The Secretary of the Body shall, where applicable, advise the authors of Body papers regarding the format and content of such papers in order to ensure consistency with accepted practice and conformity with the Body's governing documentation or terms of reference.



- 6.4 Papers for consideration at a meeting of a Body shall normally be issued to members at the same time as the agenda in accordance with paragraph 4.4. above. Where this is not practicable for valid reasons, then papers shall be issued to members no later than two days prior to the meeting. Papers tabled at meetings shall not be considered except at the sole discretion of the Chair.
- 6.5 The Secretary of the Body shall be responsible for preparing draft minutes of each meeting and shall submit the draft to the Chair for consideration prior to their circulation to other Body members.
- 6.6 Minutes of a meeting of a Body shall be considered unconfirmed until they have been confirmed by the Body as a correct record at its next ordinary meeting, incorporating any agreed amendments.

## 7. Attendance at Meetings

- 7.1 A record of attendance of members shall be kept and attendance at each meeting of a Body and reported in the minutes. Apologies for absence from a meeting shall be submitted to the Secretary of the Body.
- 7.2 If any member fails to attend for three consecutive meetings of a Body, a report of their non-attendance shall be made to the members of the Body (if applicable).
- 7.3 Following consideration of the report of non-attendance, the Body may recommend to Council or Senate (as appropriate) that the member be removed from membership of the Body.

## 8. Decision making outside of meetings

### 8.1 Chair's Actions

Between ordinary meetings of a Body the Chair shall have the authority to act on behalf of the Body on any matter requiring a decision prior to the next scheduled meeting where the business does not merit, in the view of the Chair, the convening of a special meeting. Any action taken by the Chair on behalf of a Body shall be reported to the next meeting of the Body.

### 8.2 Resolutions in Writing

A resolution in writing signed by not less than 75% of the current members of the relevant Body shall be as valid as if it had been passed as a resolution at a meeting of that Body. In addition, a resolution may be passed by an exchange of e-mails or other electronic means provided that a copy of the final resolution has been:-

- 8.2.1 circulated to all members (other than those who would be regarded as having a conflict of interest pursuant to paragraph 14.2 of the Ordinances) and not less than 75% of them have confirmed their agreement by e-mail to the Secretary; and
- 8.2.2 signed by the Chair and is accompanied by copies of the affirming e-mails.

Such a resolution shall be treated as having been passed at a duly convened meeting of the Body concerned held at the location of the Chair. The Secretary shall be responsible for maintaining appropriate records of such resolutions and for reporting them to the next meeting of the relevant Body.

## 9. Suspension of Standing Orders

- 9.1 A Body may suspend these Standing Orders provided that two-thirds of members present at a quorate meeting agree to such a suspension.
- 9.2 Any suspension of Standing Orders shall last no longer than the meeting at which it was agreed.



**Constitution**

**of**

**University of Salford Students'**

**Union (An Unincorporated**

**Association)**

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## **Constitution of the University of Salford Students' Union**

### **BACKGROUND**

- A. University of Salford Students' Union (the "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Members.
- B. The Union will seek at all times to:
  - (i) ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation;
  - (ii) pursue its aims and objectives independent of any political party or religious group; and
  - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- C. This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.
- D. Under the Education Act 1994, the University of Salford has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside the University of Salford in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Members are met.

### **Definitions and Interpretation**

- 1. The meanings of any defined terms used in this Constitution are set out in Clause [107]. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, it shall be resolved by the President.

### **Name**

- 2. There shall be a students' union in the name of the University of Salford Students' Union (and in this Constitution it is called "the Union").

### **Objects**

- 3. The Union's objects are the advancement of education of Students at the University of Salford for the public benefit by:
  - 3.1 promoting the interests and welfare of Students at the University of Salford during their course of study and representing, supporting and advising Students;
  - 3.2 being the recognised representative channel between Students and the University of Salford and any other external bodies; and

- 3.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

## **Powers**

4. To further its objects, but not to further any other purpose, the Union may:
- 4.1 provide services and facilities for Members;
  - 4.2 establish, support, promote and operate a network of student activities for Members;
  - 4.3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
  - 4.4 alone or with other organisations:
    - 4.4.1 carry out campaigning activities;
    - 4.4.2 seek to influence public opinion; and
    - 4.4.3 make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 4.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 4.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 4.9 co-operate with other charities and bodies and exchange information and advice with them;
- 4.10 become a member, affiliate or associate of other charities and bodies;
- 4.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 4.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 4.13 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 4.14 borrow and raise money on such terms and security as the Union may think suitable

(but only in accordance with the restrictions imposed by the Charities Act 1993);

- 4.15 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 4.16 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.17 make grants or loans of money and give guarantees;
- 4.18 set aside funds for special purposes or as reserves against future expenditure;
- 4.19 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.20 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - 4.20.1 the investment policy is set down in writing for the financial expert by the Trustees;
  - 4.20.2 every transaction is reported promptly to the Trustees;
  - 4.20.3 the performance of the investment is reviewed regularly by the Trustees;
  - 4.20.4 the Trustees are entitled to cancel the delegation at any time;
  - 4.20.5 the investment policy and the delegation arrangements are reviewed at least once a year;
  - 4.20.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - 4.20.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.21 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.22 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.23 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 4.24 trade in the course of carrying out any of its objects;
- 4.25 establish or acquire subsidiary companies to carry on any taxable trade;
- 4.26 subject to Clause 5 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 4.27 grant pensions and retirement benefits to employees of the Union and to their

dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;

4.28 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:

4.28.1 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);

4.28.2 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

4.28.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and

4.29 do all such other lawful things as shall further the Union's objects.

## **5. Limitation on private benefits**

5.1 The income and property of the Union shall be applied solely towards the promotion of its objects.

5.2 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:

5.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;

5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause 5.3 shall apply;

5.2.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and

5.2.4 any reasonable and proper rent for premises let by any Member to the Union.

5.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:

5.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;

5.3.2 reasonable and proper out of pocket expenses of the Trustees;

5.3.3 reasonable and proper remuneration to any Officer Trustee or Connected



Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:

- (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;
- (b) subject to Clause 5.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
- (c) if the person being remunerated is a Trustee the procedure described in Clause 88 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
- (d) if the person being remunerated is a Connected Person the procedure described in Clause 88 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
- (e) subject to Clause 5.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
- (f) at all times the provisions of the Education Act are complied with;

5.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;

5.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;

5.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.28;

5.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause [105]; and

5.3.8 any payments authorised in writing by the Charity Commission.

5.4 In Clauses 5.2 and 5.3, references to the Union shall be read as references to the Union and/or any Subsidiary Company.

5.5 For any transaction authorised by Clause 5.3 or Clause 5.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be dis-applied provided the relevant provisions of Clause 5.3 or Clause 5.4 have been complied with.

5.6 Where a vacancy arises on the Board of Trustees with the result that Clause 5.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Clause 5.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## **Incorporation**

6. The Members at a general meeting or by Referendum may authorise the Trustees to transfer the assets and liabilities of the Union to a limited liability entity established for exclusively charitable purposes with the same or similar objects, and to dissolve the Union at any time following the transfer if it is considered appropriate to do so.

## **Dissolution**

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

## **Amendments to the Constitution**

8. The Trustees and the University of Salford shall review this Constitution every five years, with effect from the date that this Constitution comes into effect.
9. No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.
10. Clause 3 (Objects) and Clause 5 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.
11. Save where the amendment to the Constitution is a consequential amendment due to a change in the Bye-Laws (for example, the number or heading names of Clauses), the Constitution may be amended by:
  - 11.1 a resolution of the Members passed at a general meeting by at least 75% of those present and voting; or
  - 11.2 a resolution passed by a 75% majority of the Members voting in a Referendum provided that at least 2.5% of the Members cast a vote in the Referendumprovided the University of Salford approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

## **Membership**

### **Members**

12. The Members of the Union shall be as follows:
  - 12.1 each and every Student who has not opted out by notifying the University of Salford of their wish not to be a Member of the Union; and
  - 12.2 the Officer Trustees of the Union.
13. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:

- 13.1 they cease to be a Student;
  - 13.2 they cease to be an Officer Trustee;
  - 13.3 they opt out of membership by giving written notice to the Union in accordance with the Bye-Laws; or
  - 13.4 in the case of Members other than the Officer Trustees, a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Member be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.
14. Members' details shall be entered in a register of Members.
  15. Members of the Union shall be entitled to the benefits set out in the Code of Practice.

### **Associate Members**

16. The Trustees may elect to and remove from associate membership of the Union such persons as they consider to be fit. The Trustees shall determine the form of application for associate membership, and associate membership shall be subject to such rights and obligations as the Trustees consider appropriate.
17. Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

### **Reciprocal Members**

18. Ordinary Members of the National Union of Students shall be reciprocal members. Reciprocal Membership may also be granted to Ordinary Members of other student organisations by the Trustees.

### **Life Membership**

19. All former Full Members are eligible to become Life Members. Any eligible person shall be granted Life Membership upon payment of a subscription fee to be determined by the Trustees from time to time. Life Members will have no voting rights with the Union.

### **Honorary Life Membership**

20. The Trustees may elect to and remove from Honorary Life Membership of the Students' Union such persons as they consider to be fit. An Application for Honorary Life Membership shall be made in the form to be determined by the Trustees from time to time and Honorary Life Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Provided always that such Honorary Life Members shall not be members for the purposes of the Regulations and shall not be entitled to vote on any matter.

## **Referenda**

21. Referendum may be called on any issue by:
  - 21.1 A simple majority resolution of the Trustees; or
  - 21.2 A Secure Petition signed by at least 1% of the Members.
22. Subject to Clause 11.2, a resolution may only be passed by Referendum if at least 4.5% of the Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
23. Referenda shall be conducted in accordance with this Constitution and the appropriate Guidance Document, and in a manner consistent with the general regulations for elections.
24. Subject to Clause 63, the Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set either by the Members in general meeting or through the Student Council as defined in the Bye Laws.

## **General Meetings**

### **Annual General Meeting**

25. The Union shall hold an annual general meeting once in each calendar year. Not more than 18 months shall pass between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.

### **Other General Meetings**

26. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting by a simple majority decision of the Trustees or on receiving a requisition to that effect, signed by at least 5% of the Members having the right to attend and vote at general meetings. General Meetings shall only take place to advise the Trustees on matters of policy.

### **Location of Meetings**

27. Annual and general meetings may be carried out at one single venue or simultaneously at a maximum of three separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

### **Length of Notice**

28. A general meeting shall be called by at least 21 clear days' written notice.

### **Contents of Notice**

29. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an

annual general meeting, the notice must say so and the business to be transacted shall include:

- 29.1 ratification of minutes of previous AGM;
- 29.2 receiving the report of the Trustees on the Union's activities since the previous AGM;
- 29.3 receiving the accounts of the Union for the previous financial year;
- 29.4 appointment of the auditors;
- 29.5 approving the list of affiliations of the Union; and
- 29.6 open questions to the Trustees by the Members.

### **Service of Notice**

30. Notice of general meetings shall be given to every Member and to the Trustees and any patron of the Union.

### **Quorum**

31. No business shall be transacted at any general meeting unless a quorum is present. 1% of the persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.
32. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

### **Chair**

33. The chair, if any, of the Trustees or in their absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, they shall be chair.
34. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.

### **Attendance**

35. A Trustee may, even if not a Member, attend and speak at any general meeting.

### **Adjournment**

36. 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. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### **Votes of Members at General Meetings**

37. Every Member has the right to attend general meetings and the right to vote. A resolution put to the vote of a general meeting shall be decided on a show of hands, and every Member shall have one vote.
38. Every resolution put to the vote of a general meeting shall be decided by a simple majority of the votes cast unless this Constitution provides otherwise.

## **Trustees**

### **Appointment of Trustees**

39. The Trustees shall be made up of the following persons:
  - 39.1 not more than 5 Sabbatical Officer Trustees, elected in accordance with Clause 40;
  - 39.2 not more than 4 Student Trustees, elected in accordance with Clause 45; and
  - 39.3 not more than 4 Non-Student Trustees, appointed in accordance with Clause 49

### **Officer Trustees**

40. Up to five Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Election Regulations. The Officer Trustees shall be elected to posts set out in the Role of Trustees Guidance Document.
41. The Officer Trustees shall remain in office for a term of one year as set out in the Role of Trustees Guidance Document. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Election Regulations. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive and the maximum total term that an Officer Trustee can serve is twenty four months.
42. Each Officer Trustee must be a Student or an Officer Trustee at the time of their election. An Officer Trustee shall become a Member of the Union on commencement of their appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee.
43. The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
44. At the same time as commencing the term of office as a Trustee, the Officer Trustee

will enter into a contract of employment with the Union for a term to be determined by this Constitution. The duties and method of remuneration of each Officer Trustee shall be as set out in the Role of Trustees Guidance Document.

### **Student Trustees**

45. Subject to Clause 46 below, up to 4 Student Trustees shall be appointed by the Student Council from such persons as have been nominated by an Appointments Committee of the Trustee Board, provided that the appointment of each Student Trustee is ratified by a 75% majority vote of the Student Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Council.
46. Each Student Trustee must be a Student at the time of their appointment (and shall continue to be a Student for the duration of their term as a Student Trustee).
47. Student Trustees shall remain in office for a term of one year commencing in accordance with the Role of Trustees Guidance Document. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
48. A Student Trustee may serve a maximum of two terms which may be either consecutive or non-consecutive.

### **External Trustees**

49. The Trustees are required to appoint by a simple majority vote such persons as they consider suitable to be Non-Student Trustees. The ratio of Elected Trustees to Non-Student Trustees shall with the exception of any period which may not exceed four months be greater than or equal to two to one. The initial appointment of Non-Student Trustees shall be subject to notification to the next meeting of the Student Council following their appointment.
50. Unless their appointment is terminated in accordance with Clauses 52 to 56, External Trustees shall remain in office for a term of up to four years commencing in accordance with the Role of Trustees Guidance Document.
51. At the end of their first term of four years, Non-Student Trustees shall be eligible for re-appointment by a simple majority vote of the Trustees for a further term of up to four years but shall not be eligible for re-appointment thereafter if they have served a maximum total term of eight years. For the avoidance of doubt, the re-appointment of a Non-Student Trustee for a further four year term shall be notified to the Student Council for its consideration.

### **Disqualification, Resignation and Removal of Trustees**

52. The office of a Trustee shall be vacated if:
  - 52.1 they become prohibited by law from being a charity trustee;
  - 52.2 in the case of an Officer Trustee, they cease to be an employee of the Union;
  - 52.3 in the case of a Student Trustee, they cease to be a Student;

- 52.4 they resign by notice to the Union (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
- 52.5 the Trustees reasonably believe they are suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that they be removed from office;
- 52.6 they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or
- 52.7 they are removed from office under Clauses 53 to 56.

### **Removal of Trustees by the Members or the Student Council**

- 53. The office of a Trustee shall be vacated if:
  - 53.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 4.5% of the Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 1% of the Members; or
  - 53.2 they are removed by a resolution of the members passed by a 75% majority of a General Meeting called in accordance with Clause 26.

### **Removal of Trustees by the Board**

- 54. The office of External Trustee shall be vacated if a two thirds majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause 80.

### **Rights of Removed Trustee**

- 55. A resolution to remove a Trustee in accordance with Clause 54 shall not be passed 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 afforded a reasonable opportunity of being heard by or making written representations to the Trustees.
- 56. A Trustee removed from office in accordance with Clause 54 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of a nominee of the University of Salford, one independent person and a chief executive/general manager and officer of another students' union. The independent person shall be a Member who is not a Trustee or a member of the Student Council. The selection of the members of the Appeals Panel and its procedures shall be set out in a Guidance Document. The Union may consult with NUS in relation to the appeals process and in particular the appointment of independent persons to the Appeals Panel.

### **Replacement of Trustees**

- 57. If an Officer Trustee resigns, is disqualified or removed from office at any time prior to



the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Election Regulations.

58. To ensure that the ratio of Elected Trustees to Non-Student Trustees is greater or equal to two to one, with the exception of any period which may not exceed four months, the Trustees may, in consultation with the Returning Officer, arrange for an election or the appointment of any student they consider appropriate to fill that vacancy. An Elected Trustee appointed to fill a vacancy shall remain in office until the next elections of Elected Trustees are held and the newly appointed Elected Trustees take their office. If that person is not elected as an Elected Trustee they will automatically cease to be Trustee when the newly Elected Trustees take their office.
59. If an External Trustee resigns, is disqualified or removed from office, an External Trustee shall be appointed to the vacancy in accordance with Clause 49 or 51 respectively.

### **Powers of the Trustees**

60. The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
61. No alteration of this Constitution or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
62. The Board's powers under Clause 60 shall include but not be limited to responsibility for:
  - 62.1 the governance of the Union;
  - 62.2 the budget of the Union; and
  - 62.3 the strategy of the Union.
63. The Board of Trustees may override any decision and Policy made by the Members in general meeting or Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
  - 63.1 has or may have financial implications for the Union;
  - 63.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
  - 63.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
  - 63.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause [62].
64. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause [80], the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
65. All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be

valid, even if it is later discovered that any Trustee who participated in the vote:

- 65.1 was not properly appointed;
- 65.2 was disqualified from holding office;
- 65.3 had vacated office; or
- 65.4 was not entitled to vote.

#### **Delegation of Trustees' powers**

- 66. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.
- 67. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with the conditions set out in this Constitution.

#### **Delegation to committees**

- 68. In the case of delegation to committees:
  - 68.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
  - 68.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
  - 68.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
  - 68.4 all delegations under this Clause shall be revocable at any time; and
  - 68.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

#### **Delegation of day-to-day management powers to Chief Executive**

- 69. In the case of delegation of the day-to-day management of the Union to the Chief Executive:
  - 69.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
  - 69.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;

- 69.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and
- 69.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

### **Bank Account**

70. For the avoidance of doubt, the Trustees may (in accordance with Clauses 68 and 69) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

### **Proceedings of Committees**

71. The meetings and proceedings of any committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any Bye-Laws made by the Trustees and the Student Council.

### **Bye-Laws**

72. The Trustees shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution.

### **Proceedings of Trustees**

73. Subject to the provisions of this Constitution and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.

### **Trustees' meetings**

74. The Trustees shall hold a minimum of four meetings in any Academic Year.
75. Two Trustees may, and the Chief Executive at the request of two Trustees shall, call a meeting of the Trustees.
76. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

### **Length of notice**

77. A Trustees' meeting shall be called by at least seven clear days' notice unless either:
- 77.1 all the Trustees agree to shorter notice; or

77.2 urgent circumstances require shorter notice.

### **Contents of notice**

78. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

### **Service of notice**

79. Notice of Trustees' meetings shall be sent to each Trustee by post or by electronic communication.

### **Quorum**

80. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number or ratio, shall be four comprising a ratio of Elected Trustees to Non-Student Trustees greater than or equal to two to one. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be four.

### **Chair and Deputy Chair**

81. The President shall be the Chair of the Trustees.

82. The Trustees shall appoint a Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.

83. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

### **Decision making by Trustees at meetings**

84. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote they may have.

### **Virtual meetings**

85. A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

### **Trustee decisions without a meeting**

86. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by

each Trustee or to which each Trustee has otherwise indicated agreement in writing.

87. A Trustees' resolution which is made in accordance with Clause 86 shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held, provided the following conditions are complied with:
  - 87.1 approval from each Trustee must be received by one person being either such person as all the Trustees shall have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may for the avoidance of doubt, be one of the Trustees;
  - 87.2 following receipt of response from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Clause;
  - 87.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
  - 87.4 the Recipient prepares a minute of the decision in accordance with Clause 94.

### **Conflicts of Interest**

88. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause and a Trustee has a Personal Interest in respect of that matter then they must:
  - 88.1 declare their interest to the Trustees;
  - 88.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 88.3 not be counted in the quorum for that part of the meeting [or decision-making process]; and
  - 88.4 withdraw during the vote and have no vote on the matter.
89. If any question arises as to whether a Trustee has a Personal Interest, the question shall be decided by a majority decision of the other Trustees.
90. In particular, Clause 88 shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.

### **Student Council**

91. The Student Council shall have the authority to:
  - 91.1 represent the voice of the Students;
  - 91.2 subject to Clause 63, set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);
  - 91.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Clause 72;
  - 91.4 receive regular reports from the Trustees; and

92. The composition, proceedings and operating name of the Student Council shall be set out in the Bye-Laws.

## **General**

### **Irregularities**

93. The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or by reason of any business being considered which is not specified in the notice.

### **Minutes**

94. The Trustees shall keep minutes of:
- 94.1 all proceedings at general meetings of the Union and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and
- 94.2 all resolutions of the Members and of the Trustees
- and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings or the resolution.
95. The minutes of the meetings referred to in Clause 94 above shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices.

### **Accounts and Reports**

96. The Trustees shall comply with the requirements of the Education Act and the Charities Act 1993 as to keeping financial records, the audit or examinations of accounts.
97. The accounts of the Students' Union shall be audited annually by a public accountant in active practice of her/his profession and a copy of the accounts signed by the auditor shall be given to the University of Salford. In addition, the accounts shall include a list of donations to external organisations and a list of all subscriptions / affiliation fees paid to external organisations on behalf of the generality of students during the year.
98. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.
99. The funds of the Union, including all donations, contributions and bequests shall be paid into an account operated by the Trustees in the name of the Union at such bank as the Trustees shall from time to time decide. All cheques from the account must be signed by any two of the Sabbatical Trustees and / or the senior staff member of the Union.

100. The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Clause 96.

### **Notices**

101. Subject to Clause 102, any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
102. The Union may give any notice to a Member either:
  - 102.1 personally;
  - 102.2 by sending it by post in a prepaid envelope addressed to the Member at their address;
  - 102.3 by leaving it at the address of the Member;
  - 102.4 by electronic communication to the Member's address; or
  - 102.5 by posting it on the Union's website.
103. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
104. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union's website at the expiration of 48 hours after it was posted.

### **Indemnity**

105. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of their duties or in relation thereto.

### **Trustees' Indemnity Insurance**

106. The Trustees shall have power to resolve pursuant to Clause 4.28 to effect trustees' indemnity insurance, despite their interest in such policy.

### **Definitions and Interpretations**

107. In this Constitution, the following terms shall have the following meanings:

|        | <b>Term</b>                       | <b>Meaning</b>   |
|--------|-----------------------------------|--|
| 107.1  | “Academic Year”                   | 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 the University of Salford;  |
| 107.2  | “Board of Trustees”<br>or “Board” | the board of Trustees of the Union;  |
| 107.3  | “Bye-Laws”                        | the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause 72;   |
| 107.4  | “Chair”                           | the chair of the Board of Trustees, who shall be the President of the Union in accordance with Clause 81;  |
| 107.5  | “Chief Executive”                 | the chief executive of the union who is appointed by the Board of Trustees as the senior member of employed staff;   |
| 107.6  | “clear days”                      | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;  |
| 107.7  | “Code of Practice”                | the code of practice relating to the University of Salford’s obligations under Section 22 of the Education Act;  |
| 107.8  | “Connected Person”                | any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital; |
| 107.9  | “Constitution”                    | this constitution of the Union;  |
| 107.10 | “Deputy Chair”                    | the deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause 81;  |



|        |                     |  |
|--------|---------------------|--|
| 107.11 | “Education Act”     | the Education Act 1994;  |
| 107.12 | “External Trustee”  | a Trustee appointed in accordance with Clause 49 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;] |
| 107.13 | “in writing”        | means written, printed or transmitted writing including by electronic communication;   |
| 107.14 | “Members”           | members of the Union being Students at the University of Salford as further defined in Clause 12.1 and the Officer Trustees;   |
| 107.15 | “NUS”               | National Union of Students;  |
| 107.16 | “Office”            | the head office of the Union;  |
| 107.17 | “Officer Trustee”   | a Trustee elected in accordance with Clause 40;  |
| 107.18 | “Personal Interest” | a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society);  |
| 107.19 | “Policy”            | representative and campaigning policy set by Referenda or the Student Council in accordance with Clauses 21 to 24 and Clause 91.2 respectively;  |
| 107.20 | “President”         | the President of the Union, as elected by the Members in accordance with the Election Regulations;   |
| 107.21 | “RAG”               | the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;   |
| 107.22 | “Referendum”        | a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;   |
| 107.23 | “Secure Petition”   | a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;  |

|        |                          |   |
|--------|--------------------------|---|
| 107.24 | “Student”                | any individual who is formally registered for an approved programme of study provided by the University of Salford. For the avoidance of doubt the University of Salford shall determine whether or not an individual has student status. |
| 107.25 | “Student Council”        | the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Union;   |
| 107.26 | “Student Trustee”        | a Trustee elected in accordance with Clause 45 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder;  |
| 107.27 | “Subsidiary Company”     | any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;                                  |
| 107.28 | “Trustee” and “Trustees” | the Officer Trustees, the Student Trustees, and the External Trustees;  |
| 107.29 | “Union”                  | the University of Salford Students’ Union;<br>and   |
| 107.30 | “University”             | the University of Salford, incorporated by Royal Charter on 10 February 1967.   |

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

109. Any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall (except where the context otherwise requires) be construed 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.

## **University of Salford Students' Union**

### **Bye-laws**

#### **Background**

1. University of Salford Students' Union ("**USSU**" or "**the Students' Union**" or "**the Union**") is an unincorporated association.
2. These Bye-Laws are made by the Trustees pursuant to Clause 72 of the Constitution
3. These Bye-Laws relate to the following:
  - 3.1. membership of the Students' Union – Bye-law (1);
  - 3.2. general governance of the Students' Union – Bye-law (2);
  - 3.3. the purpose, composition and powers of the Student Council currently known as "You Decide" – Bye-law(3);
  - 3.4. the financial regulations of the Students' Union – Bye-law (4); and

#### **Definitions and interpretation**

4. Words and phrases used in these Bye-Laws have the same meaning as ascribed to them in the Constitution of USSU unless the context otherwise requires.
5. The Constitution of USSU shall take precedence over these Bye-Laws and these Bye-Laws shall not be interpreted or applied in any way which is inconsistent with the Constitution of USSU.

#### **Amendment**

6. These Bye-Laws may be altered, varied or amended by the Trustees of USSU in accordance with Clause 72.