Approved by the Members 10 March 2017

Constitution

of

Cambridge University Students’ Union

(An Unincorporated Association)

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Constitution

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Cambridge University Students’ Union

BACKGROUND

A. Cambridge University 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 Cambridge 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 Cambridge 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 104. If any dispute arises in relation to the interpretation of this Constitution or any of the Standing Orders, it shall be resolved by the Board of Trustees, which may be delegated as set out in the Standing Orders.
Name

2. There shall be a students’ union in the name of Cambridge University Students’ Union (and in this Constitution it is called “the Union”). The Union may also be referred to as “CUSU”.

Objects

3. The Union’s objects are:

3.1 the advancement of education of Students at the University of Cambridge for the public benefit by:

   3.1.1 promoting the interests and welfare of Students at the University of Cambridge during their course of study and representing, supporting and advising Students;

   3.1.2 being the recognised representative channel between Students and the University of Cambridge and any other external bodies; and

   3.1.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students; and

3.2 the promotion of equality of opportunity in education for the public benefit by in particular:

   3.2.1 promoting access to, and success at, the University of Cambridge and its affiliated institutions; and

   3.2.2 encouraging access to the University of Cambridge for applicants from backgrounds underrepresented in the Collegiate University.

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 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

4.11 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union’s objects);

4.12 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body provided that the University has given its prior approval to any exercise of this clause 4.12 that would require an amendment to this Constitution;

4.13 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union’s objects;

4.14 subject to Clause 6, incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;

4.15 raise funds by way of subscription, donation or otherwise;
4.16 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);

4.17 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;

4.18 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);

4.19 make grants or loans of money and give guarantees;

4.20 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Union, including (without limitation) by creating permanent endowment;

4.21 invest and deal with the Union’s money not immediately required for its objects in or upon any investments, securities, or property;

4.22 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:

   4.22.1 the investment policy is set down in writing for the financial expert by the Trustees;

   4.22.2 every transaction is reported promptly to the Trustees;

   4.22.3 the performance of the investment is reviewed regularly by the Trustees;

   4.22.4 the Trustees are entitled to cancel the delegation at any time;

   4.22.5 the investment policy and the delegation arrangements are reviewed at least once a year;

   4.22.6 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

   4.22.7 the financial expert may not do anything outside the powers of the Trustees;

4.23 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;
4.24 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;

4.25 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;

4.26 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;

4.27 establish or acquire subsidiary companies to carry on any taxable trade;

4.28 subject to Clause 5 (Limitation on private benefits):

4.28.1 employ and pay employees and professionals or other advisors;

4.28.2 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;

4.29 provide indemnity insurance for the Trustees or any other officer of the Union in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 189 shall be treated as references to officers of the Charity); and

4.30 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 Sabbatical 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 Sabbatical 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 5.5, 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 4.29;

5.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 102; 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 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 Sabbatical 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, provided that:

6.1 the limited liability entity’s governing document is approved by the University prior to the transfer of the Union’s assets and liabilities; and

6.2 the Union informs the University in relation to the timing and manner of the transfer of the Union’s assets and liabilities to the limited liability entity.

**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 Trustees of the Union at or before the time of winding up or dissolution.

**Amendments to the Constitution**

8. The Trustees and The University of Cambridge 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) may not be amended without the prior consent of the University, such consent to have been signified by a change to the Ordinances of the University.

11. Clause 5 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.

12. Save where the amendment to the Constitution is a consequential amendment due to a change in the Standing Orders (for example, the number or heading names of Clauses), the Constitution may be amended by:

12.1 a resolution of the Members passed at a general meeting by at least two thirds of those present and voting; or

12.2 a resolution passed by a simple majority of the Members voting in a Referendum provided that at least 10% of all Members vote in favour of the motion.

provided The University of Cambridge approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act).

Membership

Members

13. The Members of the Union shall be as follows:

13.1 each and every Student who has not opted out by notifying The University of Cambridge or the Union of their wish not to be a Member of the Union;

13.2 any sabbatical officer of an Affiliated Common Room or the Graduate Union; and

13.3 the Sabbatical Officers of the Union.

14. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:

14.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member’s Student status with The University of Cambridge is revoked by The University of Cambridge;

14.2 they cease to be a Sabbatical Officer (in the case that they are not continuing study at The University of Cambridge); and

14.3 they opt out of membership by giving written notice to the Union in accordance with the Standing Orders; or
14.4 a decision is made to remove them from membership of the Union in accordance with the Union’s code of conduct or the disciplinary procedure for Members.

15. Members of the Union shall be entitled to the benefits set out in the Code of Practice.

**Associate Members and Affiliate 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. The Student Council may elect to and remove from affiliate membership of the Union such organisations as they consider to be fit. The procedure for applying for affiliate membership, and the rights and obligations of affiliate membership, shall be set out in the Standing Orders.

18. Associate members and affiliate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

**Code of Conduct**

19. The Student Council will establish and monitor a “code of conduct” that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Union. Any amendments to the code of conduct must be approved by the Student Council.

20. The code of conduct or the disciplinary procedure for Members may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of any or all of the rights and privileges of membership, including the holding of office.

**Referendums**

21. A Referendum may be called on any issue by:

21.1 a resolution of the Trustees;

21.2 a two-thirds vote of the Student Council; or

21.3 a Secure Petition signed or agreed to by at least 2% of Members.

22. A resolution may only be passed by Referendum if at least 10% of Members cast a vote in the Referendum and a simple majority of the votes cast are in
favour of the resolution, unless specified in this Constitution or the Standing Orders that a specific threshold is required.

23. Referendums shall be conducted in accordance with this Constitution and the Standing Orders.

24. Subject to Clause 57, the Members may set Policy by Referendums. Policy set by Referendums may overturn Policy set either by the Members in general meeting or by the Student Council.

General Meetings

Annual General Meeting

25. The Trustees may decide to hold an annual general meeting of the Union in any particular calendar year. An 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.

26. An annual general meeting shall be run in accordance with this Constitution and the Standing Orders.

Other General Meetings

27. The Trustees or a resolution of the Student Council may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 100 Members having the right to attend and vote at general meetings. A general meeting shall be run in accordance with this Constitution with the Standing Orders.

Location of Meetings

28. 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

29. A general meeting shall be called by at least 14 clear days’ written notice. For the avoidance of doubt, this calculation is equivalent to ten Full Term working days.

Quorum

30. No business shall be transacted at any general meeting unless a quorum is present. 0.5% of persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.
31. 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.

**Trustees**

**Appointment of Trustees**

32. The Trustees shall be made up of the following persons:

32.1 no fewer than four and not more than six Sabbatical Trustees, elected in accordance with Clauses 33 and 34;

32.2 not more than two Student Trustees, elected or appointed in accordance with Clause 38; and

32.3 no fewer than two and not more than four External Trustees, appointed in accordance with Clause 42.

**Sabbatical Trustees and Officers**

33. The Sabbatical Officers shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Standing Orders. The Sabbatical Officers shall be elected to posts specified in the Standing Orders. For the avoidance of doubt, where a Sabbatical Officer is not a major union office holder, the Standing Orders may specify that the Sabbatical Officer is to be elected by a section of the Members.

34. Up to six of the Sabbatical Officers elected in accordance with Clause 33 shall be the Sabbatical Trustees. The remaining Sabbatical Officers will not be Sabbatical Trustees. Except where otherwise indicated, references in this Constitution to “Sabbatical Trustees” are to individuals acting solely in their capacity as Sabbatical Trustees.

35. The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Standing Orders. 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, a Sabbatical Officer 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 Standing Orders. For the avoidance of doubt, a Sabbatical Officer’s terms of office may be either consecutive or non-consecutive.
36. Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Clause 13, each Sabbatical Officer shall become a Member of the Union on commencement of their appointment or re-appointment as a Sabbatical Officer. Such membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.

37. At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer 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 Sabbatical Trustee shall be as set out in the Standing Orders.

**Student Trustees**

38. Subject to Clause 39 below, up to two Student Trustees shall be appointed by a committee in accordance with the Standing Orders. The composition and proceedings of the committee shall be set out in the Standing Orders.

39. 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.

40. Student Trustees shall remain in office for a term of one year commencing in accordance with the Standing Orders. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

41. A Student Trustee may serve a maximum of two terms, which may be either consecutive or non-consecutive.

**External Trustees**

42. Up to four External Trustees shall be appointed by a simple majority vote of the Trustees provided that the appointment of each External 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.

43. Unless their appointment is terminated in accordance with Clauses 45, 46 or 47 External Trustees shall remain in office for a term of up to three years commencing in accordance with the Standing Orders.

44. External Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive.

**Disqualification, Resignation and Removal of Trustees**

45. The office of a Trustee shall be vacated if:

45.1 they become prohibited by law from being a charity trustee;
45.2 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer or an employee of the Union;

45.3 in the case of a Student Trustee, they cease to be a Student;

45.4 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from membership of the Union in accordance with the Union’s code of conduct or disciplinary procedure for Members;

45.5 they resign by notice to the Union (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

45.6 the Trustees reasonably believe that the Trustee has become mentally or physically incapable of managing their own affairs and they resolve that the Trustee be removed from office;

45.7 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 the Trustee be removed for this reason; or

45.8 they are removed from office under Clauses 46 or 47.

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

46. The office of a Trustee shall be vacated if:

46.1 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 10% of 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 Members; or

46.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Student Council.

**Removal of External Trustees by the Board**

47. The office of External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. Such a resolution shall not be passed unless the Trustee concerned has been afforded a reasonable opportunity of either (at their option) being heard by or of making written representations to 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 79.

48. If a majority resolution of no confidence is passed by the Trustees in accordance with Clause 47, the Trustees shall provide the Student Council with a report explaining why the resolution was passed.
Removal of Elected Officers

49. An Elected Officer shall be removed from office if they:

49.1 resign or die;

49.2 are removed from office as an Elected Officer by:

49.2.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Members voting in a Referendum, provided that at least 10% of 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 Members; or

49.2.2 the passing of the following two motions:

(a) firstly, a motion of no confidence in the Elected Officer passed by a two-thirds majority in a vote of the Student Council. Such a motion shall be triggered either:

i. by a Secure Petition of no confidence signed by at least 1% of Members; or,

ii. an Automatic Vote of No Confidence arising in accordance with the Standing Orders; or,

iii. a motion submitted to CUSU Council by a student representative of the Board of Trustees on behalf of the Board of Trustees; and

(b) secondly, a motion of no confidence in the Elected Officer passed by a simple majority of the Members voting at a general meeting that is held within 14 days of the first motion of no confidence being passed by the Student Council in accordance with Clause 49.2.2(a)

provided that, in the case of a Sabbatical Officer, such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Officer’s contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

Replacement of Trustees

50. If a Sabbatical 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 Standing Orders.

51. If a Sabbatical Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year (the “Outgoing Sabbatical Trustee”)
the vacancy shall be filled in accordance with the Standing Orders. Any person elected under this Clause may be required to assume the responsibilities of the Outgoing Sabbatical Trustee.

52. If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be appointed to the vacancy in accordance with Clause 38.

53. If an External Trustee resigns, is disqualified or removed from office, an External Trustee shall be appointed to the vacancy in accordance with Clause 42.

Powers of the Trustees

54. 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 Standing Orders) 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.

55. No alteration of this Constitution or the Standing Orders shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

56. The Board’s powers under Clause 54 shall include but not be limited to responsibility for:

56.1 the governance of the Union;

56.2 the budget of the Union; and

56.3 the strategy of the Union.

57. The Board of Trustees may override any decision or Policy made by the Members in general meeting or Referendum or by the Student Council which the Trustees consider (in their absolute discretion):

57.1 has or may have financial implications for the Union;

57.2 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);

57.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or

57.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 56

and the trustees shall provide a report to the Student Council explaining the reasons for any decision made in accordance with this clause. This report shall be provided to the Student Council at or before the third meeting of the Student Council following the Trustees’ decision.
58. 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 79, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.

59. 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:

59.1 was not properly appointed;
59.2 was disqualified from holding office;
59.3 had vacated office; or
59.4 was not entitled to vote.

**Delegation of Trustees’ powers**

60. 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.

61. 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**

62. In the case of delegation to committees:

62.1 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);

62.2 subject to Clause 65, 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;

62.3 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;

62.4 all delegations under this Clause shall be revocable at any time; and
62.5 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.

63. The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses 61 and 62:

63.1 Executive Committee (as further described in Clause 67).

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

64. In the case of delegation of the day-to-day management of the Union to the Chief Executive:

64.1 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;

64.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;

64.3 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

64.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

**Bank Account**

65. For the avoidance of doubt, the Trustees may (in accordance with Clauses 61 and 62) 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 Standing Orders 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**

66. 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 Standing Orders made by the Trustees and the Student Council.
The Executive Committee

67. The Standing Orders shall determine the composition of the Executive Committee, which shall include the Sabbatical Officers.

68. The Executive Committee shall meet in accordance with the Standing Orders. The Executive Committee’s responsibility shall not include the duties of the Trustees as set out in Clause 54 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.

69. Members of the Union’s staff may attend meetings of the Executive Committee at the request of the Executive Committee.

Standing Orders

70. The Trustees and the Student Council shall have the power from time to time to jointly make, repeal or amend Standing Orders as to the management of the Union and its working practices provided that such Standing Orders shall not be inconsistent with this Constitution.

71. The Trustees and the Student Council shall notify the University’s Council Secretariat of any changes to the Standing Orders. Such notification shall be made in accordance with the University’s Code of Practice in relation to the Union.

Proceedings of Trustees

72. Subject to the provisions of this Constitution and the Standing Orders, the Trustees may regulate their proceedings as they think fit.

Trustees’ meetings

73. The Trustees shall hold a minimum of four meetings in any Academic Year.

74. Three Trustees may, and the Chief Executive at the request of three Trustees shall, call a meeting of the Trustees.

75. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.

Length of notice

76. A Trustees’ meeting shall be called by at least seven clear days’ notice unless either:
76.1 all the Trustees agree to shorter notice; or

76.2 urgent circumstances require shorter notice.

Contents of notice

77. 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

78. Notice of Trustees’ meetings shall be sent to each Trustee by electronic communication.

Quorum

79. The quorum for Trustees’ meetings shall be four and such quorum must include at least two Sabbatical Trustees and the number of Sabbatical Trustees participating in the meeting must not be greater than the number of Trustees who are not Sabbatical Trustees. 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 five.

Chair and Deputy Chair

80. The President shall be the ex officio Chair of the Trustees, unless the President decides that they do not wish to act as the Chair of the Trustees. If the President so decides, the Trustees shall appoint a Sabbatical Trustee to be the Chair of the Trustees and may at any time remove them from office. The Trustees shall appoint a Trustee to be Deputy Chair of the Trustees and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.

81. 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

82. Questions arising at a meeting of the Trustees must be decided either:

82.1 by unanimous consensus in accordance with Clause 85; or

82.2 by a majority of votes.

83. The Trustees will normally make their decisions by consensus. Only in relation to exceptional matters will the Trustees make a decision by a majority of votes. The Chair in their discretion shall decide whether a matter is exceptional and should be decided by a majority of votes. The Standing Orders may set out matters that are to be considered exceptional matters by the Trustees.
84. If a question at a meeting of the Trustees is being decided by a majority of votes and there is an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote they may have.

**Unanimous consensus decision making by the Trustees at a meeting**

85. A decision is taken in accordance with this Clause 85 when all of the Trustees have indicated to each other that they share a common view on a matter. The Trustees indicate that they are in favour of the matter by not raising any objections. A decision shall have been taken once there are no outstanding objections against the matter and the decision has been minuted by the person who is taking minutes of the meeting. The Trustees cannot rely on this Clause to make a decision if one or more of the Trustees has a conflict of interest or duty which, under Clause 88, results in them not being entitled to take part in the decision-making process.

**Virtual meetings**

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

**Majority decisions without Trustees’ meeting**

87. The Trustees may, in the circumstances outlined in this Clause, make a two thirds majority decision without holding a Trustees’ meeting.

87.1 If:

87.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

87.1.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

87.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

87.1.4 a two thirds majority of the Trustees vote in favour of a particular decision on that matter

a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees’ meeting duly convened and held.

87.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees’ meeting in accordance with this Clause:

87.2.1 may be in different places, and may participate at different times; and

87.2.2 may communicate with each other by any means.
87.3 No decision shall be taken by the Trustees in accordance with this Clause unless a quorum participates in the decision-making process. The quorum for Trustees’ decision-making in accordance with this Clause shall be the same as the quorum for Trustees’ meetings as set out in Clause 79.

87.4 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Clause. The process shall include:

87.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

87.4.2 the nomination of a person to whom all Trustees’ votes must be communicated;

87.4.3 if a majority of the Trustees votes in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date on which the vote is cast to bring the number of Trustees voting in favour into the required majority; and

87.4.4 the nominated person must prepare a minute of the decision in accordance with Clause 94.

87.5 In the case of an equality of votes in any decision-making process in accordance with this Clause, the chair shall be entitled to a casting vote in addition to any other vote they may have but this does not apply if, in accordance with the Constitution and Standing Order, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

**Conflicts of Interest**

88. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 87 (Majority decisions without Trustees’ meeting) 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 a Sabbatical 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 57, set the Policy of the Union and refer Policy to Referendums of the Members or to the Members in a general meeting (in accordance with the Standing Orders);

91.3 make, repeal and amend the Standing Orders jointly with the Trustees in accordance with Clause 70;

91.4 receive a termly report from the Trustees, which may be verbal or in writing; and

91.5 appoint affiliate members in accordance with Clause 17 and the Standing Orders.

92. The composition and proceedings of the Student Council shall be set out in the Standing Orders. No Member may hold more than one seat on the Student Council at any one time.

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 and/or stored and backed-up in the Union’s digital storage system.

Accounts and Reports

96. The Trustees shall comply with the requirements of the Education Act and the Charities Act 2011 as to keeping financial records, the audit or examinations of accounts.

97. 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

98. Subject to Clause 99, 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.

99. The Union may give any notice to a Member either:

99.1 personally;

99.2 by sending it by post in a prepaid envelope addressed to the Member at their address;

99.3 by leaving it at the address of the Member;

99.4 by electronic communication to the Member’s address; or

99.5 by posting it on the Union’s website.

100. 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.

101. 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**

102. 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 them 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 them 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 them in the execution and discharge of their duties or in relation thereto.

**Trustees’ Indemnity Insurance**

103. The Trustees shall have power to resolve pursuant to Clause 4.29 to effect trustees’ indemnity insurance, despite their interest in such policy.

**Definitions and Interpretations**

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

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<th>Term</th>
<th>Meaning</th>
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<tr>
<td>104.1 “Academic Year”</td>
<td>the period between October 1 in one Year to the last day of Full Term in Easter Term in the next Year determined by the Union as the period during which Students are required to be registered with The University of Cambridge. Each Academic Year is for the time being divided into three Full Terms;</td>
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104.2  “Affiliated Common Room”
a “Common Room” affiliated to the Union in accordance with the Constitution and Standing Orders. The term “Common Room” shall have the meaning: the representative body of Ordinary Members of a constituent College of the University of Cambridge, which may refer to:

i. a representative body for all students of the College at any level of study; or,

ii. a representative body for students at the College at a particular level or levels of study, such as those representing undergraduate students or postgraduate students.

A Common Room for Ordinary Members of a College in, primarily, undergraduate study may be commonly referred to as a Junior Common Room, or may be known, from time-to-time, by other titles (e.g “JCR”, “Junior Combination Room”).

A Common Room for Ordinary Members of a College in, primarily, graduate study may be commonly referred to as a Middle Common Room, or may be known, from time-to-time, by other titles (e.g “MCR”, “Middle Combination Room”, “Graduate Parlour”).

104.3  Automatic Vote of No Confidence
the process which requires CUSU Council debate a vote of no confidence in an elected Member as a result of the Member receiving successive disciplinary penalties.

104.4  “Board of Trustees” or “Board”
the board of Trustees of the Union;

104.5  “Chair”
the chair of the Board of Trustees, who shall be the President of the Union or another Sabbatical Trustee appointed to the role by resolution of the Board in accordance with Clause 80;

104.6  “Chief Executive”
the chief executive of the Union who is appointed by the Board of Trustees; the chief executive refers to the senior staff role of the Union, which reports to the Board of
104.7 “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;

104.8 “Code of Practice” the code of practice relating to the University of Cambridge’s obligations under Section 22 of the Education Act;

104.9 “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;

104.10 “Constitution” this constitution of the Union;

104.11 “Deputy Chair” the deputy chair of the Board of Trustees, who shall be appointed in accordance with Clause 80;

104.12 “Education Act” the Education Act 1994;

104.13 “Elected Officers” the Sabbatical Officers and the Part-Time Officers;

104.14 “the Executive Committee” means the Sabbatical Officers and such other persons as determined in the Standing Orders;

104.15 “External Trustee” a Trustee appointed in accordance with Clause 42 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;

104.16 “Graduate Union” Cambridge University Graduate Union, an unincorporated charity (charity registration number 1147864);

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

104.18 “Members” members of the Union being Students at the University of Cambridge as further defined in Clause 14.1, the sabbatical officers of an Affiliated Common Room or the Graduate Union, and the Sabbatical Officers;

104.19 “Office” the head office of the Union;

104.20 “Ordinances” the University of Cambridge’s governing document;

104.21 “Part-Time Officers” the Members elected to be officers of the Union while continuing their studies at the University of Cambridge;

104.22 “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);

104.23 “Policy” representative and campaigning policy set by Referendums or the Student Council in accordance with Clauses 21 to 24 and Clause 91.2 respectively or by the Members in general meeting;

104.24 “President” the president of the Union, as elected by the Members in accordance with the Standing Orders;

104.25 “RAG” the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;

104.26 “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 Standing Orders;
104.27 “Sabbatical Officers” the individuals elected in accordance with Clause 33;

104.28 “Sabbatical Trustee” a Trustee elected in accordance with Clauses 33 and 34;

104.29 “Secure Petition” a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;

104.30 “Standing Orders” the Standing Orders setting out the working practices of the Union made from time to time in accordance with Clause 70;

104.31 “Student” as defined by the University’s Statutes and Ordinances, any individual who is formally registered for an approved programme of study provided by the University of Cambridge; and all students of the Colleges, Approved Foundations and Approved Societies in the University of Cambridge. For the avoidance of doubt, the University of Cambridge shall determine whether or not an individual has student status;

104.32 “Student Council” the Student body elected by and from Students constituted in accordance with this Constitution and the Standing Orders of the Union;

104.33 “Student Trustee” a Trustee appointed in accordance with Clause 38 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;

104.34 “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;

104.35 “Trustee” and “Trustees” the Sabbatical Trustees, the Student Trustees and the External Trustees;

104.36 “Union” Cambridge University Students’ Union; and
104.37 “The University of Cambridge” and “the University of Cambridge incorporated in 1571 by Act of Parliament 13. Elizabeth Cap.29.

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

106. 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.