

□ **Oxford University Student Union**

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Article A – Governance

COMPANIES ACTS 1985, 1989 AND 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

OF

THE OXFORD UNIVERSITY STUDENT UNION

Relating to the charity governance of the Oxford University Student Union

1. **NAME**

The name of the company is **The Oxford University Student Union** (the "Charity").

2. **REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales.

3. **OBJECTS**

The objects of the Charity are for the public benefit:

3.1 To advance the education of the Students of the University of Oxford (the "**University**") including but without limitation by representing and promoting their interests.

3.2 To provide in the interests of social welfare of the Students of the University facilities for recreation or other leisure time activity, being facilities:

3.2.1 which will improve their conditions of life by enabling or assisting them to participate in the intellectual, social and other activities of or connected with the University; or

3.2.2 of which they have need by reason of their being students; and

3.3 To relieve financial hardship among the Students of the University in such way as shall be charitable.

(the "**Objects**").

4. **POWERS**

The Charity has the following powers which may be exercised only in promoting the Objects:

4.1 to represent the Students on such University bodies as may be specified by the University;

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- 4.2 to act as a channel of communication between the Students and the University;
- 4.3 to liaise and co-operate with the student representative bodies of the Colleges and University and of other higher education and further education establishments and national bodies including without limitation the National Union of Students;
- 4.4 to promote or carry out research;
- 4.5 to provide advice;
- 4.6 to publish or distribute information;
- 4.7 to co-operate with other bodies;
- 4.8 to support, administer or set up other charities;
- 4.9 to establish charitable trusts for any particular purposes of the Charity, to act as trustees of such special charitable trust whether established by the Charity or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Charity and may be conducive to its Objects;
- 4.10 to raise funds (but not by means of taxable trading) and in its discretion to disclaim any particular contribution;
- 4.11 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.12 to acquire or hire property of any kind;
- 4.13 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.14 to make grants or loans of money and to give guarantees provided that where any payment is made to the Treasurer or other proper official of a charity the receipt of such Treasurer or official shall be a complete discharge to the Trustees;
- 4.15 to set aside funds for special purposes or as reserves against future expenditure;
- 4.16 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification) provided that the Charity shall have power to retain any investments donated to it;
- 4.17 to delegate the management of investments to a financial expert, but only on terms that:
 - 4.17.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.17.2 every transaction is reported promptly to the Trustees;
 - 4.17.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.17.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;

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- 4.17.6 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;
- 4.17.7 the financial expert must not do anything outside the powers of the Trustees;
- 4.18 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.19 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.20 to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause 4.21 of this clause, but subject to the restrictions specified in sub-clause 4.22 of this clause:
- 4.21 The liabilities referred to in sub-clause 4.20 are:
- 4.21.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- 4.21.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 4.22 The following liabilities are excluded from sub-clause 4.21.1:
- 4.22.1 fines;
- 4.22.2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
- 4.22.3 liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 4.23 There is excluded from sub-clause 4.21.2
- any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 4.24 subject to clause 5 to employ paid or unpaid agents staff or advisers;
- 4.25 to enter into contracts to provide services to or on behalf of other bodies;
- 4.26 to establish subsidiary companies to assist or act as agents for the Charity;
- 4.27 to pay the costs of forming the Charity; and
- 4.28 to do anything else within the law which promotes or helps to promote the Objects.

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5. **BENEFITS TO MEMBERS AND TRUSTEES**

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

5.2

5.2.1 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

5.2.2 Subject to the restrictions in sub-clause 5.4, a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

5.2.3 A Trustee may receive an indemnity from the Charity in the circumstances specified in article 8.

5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Trustee receiving:

5.3.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

5.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

5.4 No Trustee may:

5.4.1 buy any goods or services from the Charity;

5.4.2 sell goods, services, or any interest in land to the Charity;

5.4.3 be employed by, or receive any remuneration from the Charity;

5.4.4 receive any other financial benefit from the Charity;

unless:

(A) the payment is permitted by sub-clause 5.5 of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Trustees having received a financial benefit from the Charity; or

(B) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

5.5

5.5.1

(A) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

(B) A Trustee may be employed by the Charity.

(C) A Trustee may enter into a contract for the supply of goods or services to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.

(D) A Trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding two per cent (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.

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- (E) A company of which a Trustee 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 Trustee holds no more than 1 per cent of the issued capital of that company.
- (F) A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Trustee shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (G) The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the condition, in section 73F of the Charities Act 1993.

5.5.2 The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

- (A) a partner;
- (B) an employee;
- (C) a consultant;
- (D) a director; or
- (E) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital

5.6 In sub clauses 5.2 – 5.5 of this clause 5:

5.6.1 "Charity" shall include any company in which the Charity:

- (A) holds more than fifty per cent of the shares; or
- (B) controls more than fifty per cent of the voting rights attached to the shares; or
- (C) has the right to appoint one or more directors to the Board of the company.

5.6.2 "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.

5.7 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this Memorandum or the Articles, the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:

- 5.7.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 5.7.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
- 5.7.3 the unconflicted Trustees consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying.

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6. ENTRENCHED WEIGHTED VOTING RIGHTS OF CLASS B MEMBERS

On a resolution to alter the Memorandum and/or the Articles of the Charity, the Class B Member shall, while it is a Member of the Charity, have three additional votes for every vote cast by every other Member, whether the vote is taken by means of a show of hands, poll or written resolution. No alteration may be made to this clause.

7. LIMITED LIABILITY

The liability of Members is limited.

8. GUARANTEE

Every Member promises if the Charity is dissolved while he she or it remains a Member or within 12 months afterwards to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a Member.

9. DISSOLUTION

9.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be transferred to the Chancellor, Masters, and Scholars of the University for application within the Objects.

9.2 A final report and statement of account must be sent to the Commission.

10. INTERPRETATION

10.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

10.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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We wish to be formed into a company under this Memorandum of Association

Name address and Occupation of subscribers	Signature of Subscribers	Date	Signature of Witness and Witness name address and occupation

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COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE OXFORD UNIVERSITY STUDENT UNION

1. MEMBERSHIP

- 1.1 The number of Members with which the Charity proposes to be registered is unlimited.
- 1.2 The Charity must maintain a register of Members.
- 1.3 The subscribers to the Memorandum are the first Members of the Charity. Future Members shall be appointed as provided subsequently in these Articles.
- 1.4 The Members of the Charity shall be:

1.4.1 Class A Members:

- (A) ex officio the JCR President, and the OUSU Representative of each Affiliated JCR and one duly appointed representative of each Affiliated JCR as decided in accordance with regulations drawn up by the Trustees/JCR, in accordance with the Policy;
- (B) ex officio the MCR President, and the OUSU Representative of each Affiliated MCR as decided in accordance with regulations drawn up by the Trustees/MCR, in accordance with the Policy;
- (C) any other representatives of affiliated common rooms as defined in part b, section 3;
- (D) one duly appointed representative of each of, the OUSU Campaigns as mandated by Council; and
- (E) ex officio the Executive Officers of the Charity as mandated by Council.

1.4.2 Class B Member:

- (A) the University.

In this Article a "duly appointed representative" is an individual who has been appointed at a meeting convened and held according to the ordinary practice of the appointing body.

- 1.5 Except in respect of the subscribers to the Memorandum, every Member shall consent in writing to become a Member in such form as the Trustees may from time to time determine, prior to being accepted as a Member of the Charity and entered in the register of Members.
- 1.6 At the first AGM all the subscribers to the Memorandum must retire from Membership of the Charity, unless:

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- 1.6.1 insufficient Members have been appointed to Membership under Article 1.4 to hold a quorate general meeting; or
- 1.6.2 they are elected to Membership under Article 1.4.
- 1.7 Class A Membership is terminated if the Member concerned:
 - 1.7.1 gives written notice of resignation to the Charity;
 - 1.7.2 dies;
 - 1.7.3 is removed from Membership by resolution of the Members on the grounds that in their reasonable opinion the Member's continued Membership is harmful to the Charity (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen clear days after receiving notice); or
 - 1.7.4 is removed by their appointing body as its representative.
- 1.8 Membership of the Charity is not transferable.
- 1.9 The Class B Member may nominate any person to act as its duly authorised representative at any meeting of the Charity, provided that:
 - 1.9.1 The Class B Member must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the Class B Member at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the Class B Member until written notice to the contrary is received by the Charity; and
 - 1.9.2 any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the Class B Member or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the Class B Member.
 - 1.9.3 For the purposes of these Articles, the presence of the Class B Member's duly authorised representative at a general meeting will be considered to be the same as the member being present in person.
- 1.10 There shall be an advisory council (the "**Council**") comprising the Members for the time being, which shall be responsible for advising the Trustees and the Members as provided for in these Articles and as agreed under any subsequent regulations agreed between the Council and the Trustees.
- 1.11 The Council shall be responsible for establishing policy guidelines (the "**Policy Guidelines**") which the Trustees shall take into account when running the Charity and exercising their discretion as Trustees, subject to Article 3.6. Should the Trustees take decisions which diverge significantly from the Policy Guidelines they shall notify the Council.
- 1.12 Student Union Membership of the Charity shall not amount to Membership of the Charity under the Act, and shall be open to all students. Any student shall be entitled to give notice to the Charity of his or her wish to terminate their Student Union Membership.

2. **GENERAL MEETINGS OF MEMBERS**

2.1 **General Meetings**

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Members are entitled to attend general meetings. A general meeting may be called at any time by the Trustees and must be called on a request from the requisite number of Members in accordance with the Act.

2.2 Notice

2.2.1 Subject to Article 2.2.2, general meetings are called on at least fourteen clear days notice (unless the Act requires a longer notice period) specifying:

- (A) the time, date and place of the meeting;
- (B) the general nature of the business to be transacted; and
- (C) notifying Members of their right to appoint a proxy.

2.2.2 A general meeting may be called by shorter notice if ninety per cent of the Members entitled to vote upon the business to be transacted agree.

2.2.3 Notice of general meetings should be given to every Member and Trustee, and to the Charity's auditors.

2.2.4 The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

2.3 Quorum

2.3.1 No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a general meeting if the at least twenty per cent of the Class A Members and the Class B Member are personally present, or present by proxy.

2.3.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

2.4 Chairperson of the Meeting

The Members present in person or by proxy and entitled to vote shall choose one of their number to be chairperson at the start of each general meeting.

2.5 Right to Attend and Speak at General Meetings

A Trustee and any Student Union Member shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.

2.6 Adjournment

The chairperson 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.

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2.7 Voting General

- 2.7.1 On a show of hands or a poll every Member who (being an individual) is present in person or by proxy or (being the Class B Member) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a Member entitled to vote, shall have one vote.
- 2.7.2 Resolutions other than special resolutions, put to the vote of a meeting shall be decided on a simple majority. Special resolutions shall be decided on a majority of at least seventy five per cent of those present in person or by proxy and entitled to vote.
- 2.7.3 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental incapacity may vote, whether on a show of hands or on a poll, by his deputy, registered attorney, curator bonis or other person authorised in that behalf appointed by that court, and any such deputy, registered attorney, curator bonis or other person may, on a show of hands or on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the Charity's registered office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 2.7.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

2.8 Poll Voting

- 2.8.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of, the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (A) by the chairperson; or
 - (B) by at least two Members having the right to vote at the meeting; or
 - (C) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;
- and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
- 2.8.2 Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 2.8.3 A demand for a poll may be withdrawn if:
- (A) the poll has not yet been taken; and
 - (B) the chairperson consents to the withdrawal;
- 2.8.4 a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 2.8.5 A poll shall be taken as the chairperson directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll.

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The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 2.8.6 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 2.8.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

2.9 **Proxy Voting**

- 2.9.1 On a poll, or show of hands, votes may be given either personally or by proxy. A Member may appoint more than one proxy to attend on the same occasion.
- 2.9.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in a form approved by the Trustees which:
- (A) states the name and address of the Member appointing the proxy;
 - (B) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (C) is executed by or on behalf of the Member appointing the proxy; and
 - (D) is delivered to the Charity in accordance with these Articles and any instructions contained in the notice of the general meeting to which the proxy relates.

In Article 2.8.3 and 2.8.4, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 2.9.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:
- (A) in the case of an instrument in Hard Copy be deposited at the Charity's registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (B) in the case of an appointment contained in an Electronic Form, where an address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting, be received at such address not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

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- (C) in the case of a poll taken more than forty eight hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or
 - (D) where the poll is not taken immediately but is taken not more than forty eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the Secretary or to any Trustee;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 2.9.4 A vote given or poll demanded by proxy or by the duly authorised representative of the Class B Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity its registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was sent by Electronic Means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 2.9.5 An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

2.10 Written Resolutions

Subject to the provisions of the Act a written:

- 2.10.1 A written resolution is passed as an ordinary resolution if it is agreed to by Members representing a simple majority of the total voting rights of Eligible Members.
- 2.10.2 A written resolution is passed as a special resolution if it is agreed to by Members representing not less than seventy five per cent of the total voting rights of Eligible Members; and states that it is a special resolution;
- 2.10.3 A Members' resolution under the Act removing a Trustee or an auditor before the expiration of his/her term of office may not be passed by a written resolution.
- 2.10.4 A copy of the written resolution must be sent to every Eligible Member together with a statement informing them of the date by which the resolution must be passed if it is not to lapse, and how to indicate their agreement to the resolution.
- 2.10.5 A Member indicates his agreement to a written resolution when the Charity receives from the Member an authenticated document identifying the written resolution and indicating his agreement to the it:
- (A) by the Member's signature if the document is in Hard Copy Form; or
 - (B) by the Member's signature, or confirmation of the Member's identity in a manner specified by the Charity, if it is accompanied by a statement of the Member's identity which the Charity has no reason to doubt, if the document is in Electronic Form
- 2.10.6 A written resolution lapses if the required number of agreements has not been obtained by twenty eight days beginning with the Circulation Date of the resolution.

2.11 AGMs

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2.11.1 The Charity must hold an AGM in every year which all Members are entitled to attend. The first AGM may be held within eighteen months after the Charity's incorporation.

2.11.2 At an AGM the Members:

- (A) receive the accounts of the Charity for the previous financial year;
- (B) receive the Trustees' report on the Charity's activities since the previous AGM;
- (C) accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
- (D) elect persons to be Trustees to fill vacancies arising;
- (E) appoint auditors for the Charity;
- (F) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
- (G) discuss and determine any issues of policy or deal with any other business put before them.

2.12 EGMs

2.12.1 Any general meeting which is not an AGM is an EGM.

3. THE TRUSTEES

3.1 The Trustees as charity trustees have control of the Charity and its property and funds.

3.2 The Trustees when complete shall consist of at least eleven but shall not exceed fifteen individuals.

3.3 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.

3.4 The Trustees shall be made up of:

3.4.1 ex officio the President of OUSU;

3.4.2 two Sabbatical Officers (excluding those already appointed under 3.4.1) elected by the Executive;

3.4.3 one Part Time Officer (excluding those already appointed under 3.4.4, 3.4.5, 3.4.6 and 3.4.7) elected by the Executive;

3.4.4 one JCR President elected by the JCR Presidents' Committee;

3.4.5 one MCR President elected by the MCR Presidents' Committee;

3.4.6 one undergraduate Student elected by the Council;

3.4.7 one graduate Student elected by the Council; and

3.4.8 three External Trustees elected by the Council following the recommendation of the Nominations Committee. External Trustees cannot be current Students, or members or employees of the University.

3.5 The role of the Trustees shall be to:

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- 3.5.1 ensure the Charity's resources, structures and activities are arranged so as to apply such Policy Guidelines as may from time to time be expressed by the Members subject to Article 3.6 below;
 - 3.5.2 ensure that all Students have appropriate access to the services provided by the Charity, regardless of whether or not they are Student Union Members;
 - 3.5.3 ensure that the Charity's finances operate efficiently and effectively;
 - 3.5.4 review and decide upon the Charity's budget, as proposed by Council;
 - 3.5.5 prepare the Charity's annual report detailing the activities of the Charity, the Charity's finances, including any donations made to external organisations, and any other information required under current legislation; and then publish this report to the Students and the University;
 - 3.5.6 submit the Charity's budget, annual report and any other information required under current legislation to the University for approval;
 - 3.5.7 consider any legal and compliance aspects relating to the Charity's activities;
 - 3.5.8 ensure that the Memorandum and these Articles shall be reviewed every five years, with the oversight of the University;
 - 3.5.9 be responsible for the management and administration of the Charity;
 - 3.5.10 publish to the Students and to the University (at the discretion of the Trustees and using any reasonable method they may decide):
 - (A) notice and details of any decision to affiliate to an external organisation; and
 - (B) an annual report detailing current affiliations and any fees or donations paid in respect thereof during the previous year;
 - 3.5.11 submit current affiliations for approval to the Student Union Members at least annually;
 - 3.5.12 establish a complaints procedure available to the Students in order that any complaints they may have about the Charity may be raised and dealt with;
- 3.6 The Trustees shall work to ensure the resources of the Charity are so arranged to deliver the Objects, and the Policy Guidelines; save that it shall always be empowered in the best interests of the Charity to veto any decisions of the Council, or not follow the Policy Guidelines on the following grounds in particular:
- 3.6.1 financial considerations; and
 - 3.6.2 charity or education law or other legal requirements.
- 3.7 One-third (or the number nearest one-third) of the External Trustees must retire at each AGM those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 3.8 A retiring External Trustee shall be eligible for re-election for consecutive periods not exceeding in aggregate 9 years from the date of his or her original appointment but thereafter a Trustee shall not be eligible for re-appointment until one year after his or her retirement. In this clause a 'year' means the period between one AGM and the next.

Article A – Governance

3.8.1 No person other than an External Trustee retiring by rotation shall be appointed or re-appointed an External Trustee at any general meeting unless he or she is recommended by the Nominations Committee.

3.9 A Trustee's term of office automatically terminates if he or she:

3.9.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;

3.9.2 is incapable, whether mentally or physically, of managing his or her own affairs;

3.9.3 is absent from three consecutive meetings of the Trustees without a reason acceptable to the Trustees;

3.9.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or

3.9.5 is removed by resolution passed by the Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

3.10 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.

3.11 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4. PROCEEDINGS OF TRUSTEES

4.1 The Trustees must hold at least two meetings each year.

4.2 A quorum at a meeting of the Trustees is five Trustees.

4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants simultaneously.

4.4 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.

4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

4.6 Except for the chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

4.6 A Trustee must declare the nature and extent of any interest, direct or indirect, which he/she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

Article A – Governance

- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any Member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act;
- 5.2 to appoint a Chairperson, Treasurer and other honorary officers from among their number;
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees);
- 5.4 to make standing orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings;
- 5.5 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 5.6 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any);
- 5.7 to establish procedures to assist the resolution of disputes within the Charity;
- 5.8 to establish Student Union Membership and prescribe its respective privileges and duties and set the amounts of any fees or subscriptions, in line with the requirements of current legislation; and
- 5.9 to exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 6.1.1 annual reports;
- 6.1.2 annual returns; and
- 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of:
- 6.2.1 all proceedings at general meetings;
- 6.2.2 all proceedings at meetings of the Trustees;
- 6.2.3 all reports of committees; and
- 6.2.4 all professional advice obtained.

Article A – Governance

- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Charity's reasonable costs, within 2 months.

7. MEANS OF COMMUNICATION TO BE USED

- 7.1 Any notice document or proxy form to be given to or by any person pursuant to these Articles must be in writing and sent or supplied in Hard Copy Form or Electronic Form.
- 7.2 A notice document or proxy form may only be given in Electronic Form where the recipient has agreed (in the method required by the Act) that the document or information may be sent in that form, and that this agreement has not been revoked.
- 7.3 The Charity can deliver a notice or other document, including a proxy form or guarantee certificate, to a Member:
- 7.3.1 By delivering it by hand to the address recorded for the Member on the register;
 - 7.3.2 By sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the Member on the register;
 - 7.3.3 By fax (except for guarantee certificates) to a fax number notified by the Member in writing;
 - 7.3.4 By electronic mail (except a guarantee certificate) to an address notified by the Member in writing;
 - 7.3.5 Through a website (except a guarantee certificate) the address of which shall be notified to the Member in writing; or
 - 7.3.6 By advertisement in at least two national newspapers.

This Article does not affect any provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.

- 7.4 If a notice or document or proxy form is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 7.5 If a notice or document or proxy form is sent by post or other delivery service not referred to below, it is treated as being delivered:
- 7.5.1 forty eight hours after it was posted, if first class post was used; or
 - 7.5.2 seventy two hours after it was posted or given to delivery agents, if first class post was not used;
- provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
- 7.5.3 properly addressed; and
 - 7.5.4 put into the post system or given to delivery agents with postage or delivery paid.

Article A – Governance

- 7.6 If a notice or document or proxy form is sent by Electronic Means, it shall be sufficient to prove service to demonstrate that it was properly addressed.
- 7.7 If a notice or document or proxy form (other than a guarantee certificate) is sent by fax, it is treated as being delivered 48 hours after the time it was sent.
- 7.8 If a notice or document or proxy form (other than a guarantee certificate) is sent by electronic mail, it is treated as being delivered forty eight hours after the time it was sent.
- 7.9 If a notice or document or proxy form (other than a guarantee certificate) is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 7.10 If a notice or document or proxy form is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.
- 7.11 If a notice or document or proxy form is given in any or the methods laid out in Articles 7.3.1 – 7.3.6, and a Member acknowledges receipt prior to the times laid out in Articles 7.4 - 7.10 the receipt shall be treated as the time of actual receipt.
- 7.12 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 7.13 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

8. INDEMNITY

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is 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 Charity.

9. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

10. INTERPRETATION

In the Memorandum and in these Articles:

- 10.1 "**the Act**" means the Companies Act 1985, including any statutory modifications or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

"**Affiliated**" means those JCRs and MCRs which have voted to be affiliated to the Charity and which have agreed to pay the required affiliation fee;

"**AGM**" means an annual general meeting of the Charity;

Article A – Governance

“**these Articles**” means these articles of association;

“**Chair**” means the person elected under Article 5.2 to chair Trustees’ meetings and other meetings as laid out in these Articles;

“**the Charity**” means the company governed by these Articles;

“**charity trustee**” has the meaning prescribed by section 97(1) of the Charities Act 1993;

“**Circulation Date**” has the meaning prescribed by the Companies Act 2006;

“**Class A Members**” means those Members appointed under Article 1.4.1;

“**Class B Member**” means those Members appointed under Article 1.4.2;

“**clear day**” means 24 hours from midnight following the relevant event;

“**the Commission**” means the Charity Commission for England and Wales;

“**Council**” has the meaning defined in article 1.10;

“**EGM**” means an extraordinary general meeting of the Charity;

“**Electronic Form**” and “**Electronic Means**” have the meanings respectively prescribed to them in the Companies Act 2006;

“**Eligible Member**” has the meaning prescribed by the Companies Act 2006;

“**executed**” includes any mode of execution;

“**Executive**” and “**Executive Officers**” means the Sabbatical Officers and the Part Time Officers as mandated by Council;

“**External Trustees**” means those elected under Article 3.4.8;

“**financial expert**” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;

“**Hard Copy**” has the meaning prescribed by the Companies Act 2006;

“**JCR**” means the Junior Common Room of a college of the University;

“**material benefit**” means a benefit which may not be financial but has a monetary value;

“**Member**” and “**Membership**” refer to company law membership of the Charity, and includes Class A and Class B Members, and are members within the meaning of the Act;

“**MCR**” means the Middle Common Room of a college of the University;

“**Memorandum**” means the Charity’s memorandum of association;

“**month**” means calendar month;

“**Nominations Committee**” means a committee of Council (established as the Council shall from time to time direct) who will select candidates for election as External Trustees by the Council under Article 3.4.8;

Article A – Governance

“**Objects**” means the Objects of the Charity as defined in clause 3 of the Memorandum;

“**Open Positions**” means as defined in Article 1.4.1 (C);

“**OUSU**” means Oxford University Students Union;

“**OUSU Campaigns**” means the International Students’ Campaign; the Mature Students’ Campaign; the LGBTQ Campaign; the Women’s Campaign; the Students’ with Disabilities Campaign; and the Black, Minority and Ethnic Students’ Campaign, or such other campaigns as mandated by Council;

“**Part Time Officer**” means Health and Welfare Officer; Access and Admissions Officer; Women’s Officer; Rent and Accommodation Officer; International Students’ Officer; Common Room Liaison Officer; Environment and Ethics Officer; Community Outreach and Charities Officer; Equal Opportunities Officer; Graduate Academic Affairs Officer; Graduate Welfare Officer; Graduate Women’s Officer, or such other Part Time Officers as mandated by Council;

“**Policy Guidelines**” has the meaning defined in article 1.11;

“**Sabbatical Officers**” means the following officers of OUSU: the President; the Vice President (Welfare and Equal Opportunities); the Vice President (Women); the Vice President (Graduates); the Vice President (Access and Academic Affairs); the Vice President (Charities and Community); or such other Sabbatical Officers as mandated by Council;

“**Secretary**” means the Secretary of the Charity;

“**Student**” and “**Students**” means all the students of the University as defined in sections 4 and 5 of Statute II of the University;

“**Student Union Members**” and “**Student Union Membership**” means all the students of the University as defined in sections 4 and 5 of Statute II of the University, except for any such Students who have given notice to the Charity of their wish to opt out of such membership. Student Union Members are not Members of the Charity within the meaning of the Act;

“**taxable trading**” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax;

“**Trustee**” means a director of the Charity and “**Trustees**” means all of the directors;

“**University**” means the University of Oxford;

“**written**” or “**in writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied, without limitation by, post, fax message, by electronic communication or otherwise; and

“**year**” means calendar year.

- 10.2 The provisions of the Memorandum to the extent that they could have been contained in these Articles shall take effect as though repeated here.
- 10.3 Expressions defined in the Act have the same meaning.

Article A – Governance

- 10.4 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Article A – Governance

Name address and Occupation of subscribers	Signature of Subscribers	Date	Signature of Witness and Witness name address and occupation

Article A – Governance

Part B- relating to the political governance of the Oxford University Student Union

1. Remit of OUSU Council

1.1 Within the limits herein and in Standing Orders prescribed, the Council shall be the principal representative, deliberative, and policy-making of OUSU. Except in the exercise of functions granted only to other bodies within OUSU either herein or in Standing Orders, the Council shall have primacy in all matters over all such bodies, except over the contracts and working conditions of the non-elected staff employed by OUSU, and they shall be bound in the exercise of their functions by the mandates of Council.

2. Members of Council

2.1 The following shall be the members of Council:

- (i) The Chair of Council
- (ii) The Members of the Executive
- (iii) The Presidents and other Representatives of the Constituent Organisations, under 3 below
- (iv) One Chair or Co-Chair from each equal opportunity campaign.

3. Representation of Affiliated Constituent Organisations

3.1 (a) In a college where one College Student Body exists, for the representation of both undergraduate and graduate students, that body shall, when affiliated, be represented at Council by a President and 4 other members.

(b) In a college where two College Student Bodies exist, one for the representation of undergraduates and the other for that of graduates, the larger shall, when affiliated, be represented at Council by a President and 2 other members, and the smaller, when affiliated, by a President and 1 other member.

(c) In a college where one College Student Body exists, for the representation solely of undergraduates or of graduates, that body shall, when affiliated, be represented by a President and 2 other members.

(d) Any Constituent Organisation with fewer than 100 members shall be entitled to one fewer representative at Council than indicated above.

(e) The representatives to Council of each Constituent Organisation shall be chosen in a democratic manner specified in the Constitution of their Constituent Organisation; and each Constituent Organisation shall be entitled to delegate the voting rights allocated to its President and other Representatives above to any other of its members, provided always that any such delegation is proven to the satisfaction of the Chair of Council either at the start of the Meeting in question or as soon as is reasonably practicable thereafter.

4. Rights of Attendance and Speech in Council

4.1 Any member of OUSU shall be entitled to attend and speak at any meeting of Council, and to propose/second motions for Council, except when Council resolves otherwise in a manner laid down in Standing Orders. Only members of Council qualified under 2 above shall be entitled to vote at Council.

Article A – Governance

5. Quorum of Council

5.1 The Quorum of Council shall be 35 of the voting members qualified under 2 above. No person may, at any one time, exercise more than one vote or count more than once towards the Quorum.

6. The Chair of Council

6.1 Except as prescribed in Standing Orders, all Meetings of Council shall be chaired by a Chair of Council, who shall be a full member of OUSU elected for that purpose at each Termly Meeting of Council to hold office for the duration of the subsequent term. The Chair shall exercise no vote, other than a casting vote in the event of a tie, the exercise of which may be regulated by Standing Orders.

7. Meetings of Council

7.1 (a) Council shall hold four Ordinary Meetings per term, which, save at the discretion of Council or the Executive, shall be held in 1st, 3rd, 5th, and 7th Weeks.

(b) Immediately prior to the fourth Ordinary Meeting of Council in each term there shall be held a Termly Meeting of Council, which shall confine itself to Constitutional Business, the Election of the Chair of Council, and the receipt of Termly Reports as provided for in Standing Orders.

(c) An Extraordinary Meeting of Council shall be called upon the passing of a motion to that effect by Council, or by the Executive, or upon the receipt of a petition to that effect from not fewer than 5 Constituent Organisations or from not fewer than 250 full members of OUSU. Each Extraordinary Meeting of Council shall confine itself to the business specified in the motion or petition pursuant to which it has been called.

Article A – Governance

8. Delegation of the Powers of OUSU Council

- 8.1 (a) Council's power to amend the Constitution and Standing Orders, and to make policy, shall not be delegated except as laid down herein. The power to pass motions of Censure and of No Confidence in officers of OUSU is vested solely in Council and shall not be delegated. Other powers of Council may be delegated by resolution of Council only in relation to a particular instance, and for a particular period of time, specified in the motion whereby the power(s) in question is/are delegated.
- (b) Council Shall delegate initial policy formation to 5 policy committees of council and 5 scrutiny committees of council as laid down in the standing orders. All motions must be submitted to the relevant committee except where a proposer of a motion has no less than 50 signatures
- (c) The committees of council shall debate and examine motions submitted to it and produce a final draft motion for the consideration of council. Council can only send a motion back to a committee for reconsideration on no more than one occasion; after which that same motion cannot be resubmitted for no less than six months from its original submission.
- (d) Autonomous campaigns as laid down in the constitution and standing orders have the option to submit a motion directly to the committees of council on the proviso that they have submitted an initial motion to a committee of council but believe that the committees redraft have significantly altered the spirit of the motion and the motion will be subject to the same regulations as stated in this constitution for motions passed in an ordinary manner provided that the autonomous campaigns hold a poll to ratify the above decision and receive a qualified majority of 2/3 of their membership agreeing with the decision. If an autonomous campaign elects to submit a motion provided that the above conditions are met then council will not have the option to send the motion back to a committee for reconsideration
- (e) Only members appointed to a committee of council as laid down by the standing orders are eligible to vote on that committee although anyone may attend a session of the committee.
- (f) The committees of council have the right to pass on a motion to another committee, if it deems the motion to fall within the remit of another committee of council

Article A – Governance

Relating to the Executive officers of the Student Union

1. The Sabbatical Officers

1.1 OUSU shall have sabbatical officers, the number of which shall be set out in Standing Orders. The Sabbatical Officers shall be paid officers and shall serve full-time for the academic year following that of their election with the exception of the Vice President (Graduates), who shall serve for a year commencing 1st September following their election. A Sabbatical Officer or Sabbatical Officer-elect shall be removed from office only where a Motion of No Confidence in him/her is passed by a two-thirds vote of two successive Ordinary Meetings of Council and that vote is ratified by a simple majority in a Referendum, in which all full members of OUSU shall be entitled to vote.

2. Status of the Sabbatical Officers

- 2.1 (a) The President shall be the sole major officer of OUSU in the meaning of the Education Act 1994.
- (b) The Vice-Presidents shall be of equal status with each other.
- (c) The Sabbatical Officers shall each receive the same level of remuneration.

3. Membership of the Executive

- 3.1 (a) There shall be an Executive consisting of:
- (i) The Sabbatical Officers;
 - (ii) The Executive Officers;
 - (iii) The Graduate Officers.
- (b) The Executive Officers shall serve part-time for one year from the end of the academic term of their election. All Executive Officers shall be of equal status.
- (c) The Graduate Officers shall serve part-time for a period of one year from the end of the academic term of their election. All Graduate Officers shall be of equal status.
- (d) An Executive Officer shall be removed from office only where a Motion of No Confidence in her/him is passed by a two-thirds vote of two successive Ordinary Meetings of Council.
- (e) A Graduate Officer shall be removed from office only by the means prescribed above for the removal of an Executive Officer or by a two-thirds majority vote in Postgraduate Assembly and approved by Council.

4. Responsibilities of the Executive

- 4.1 (a) The duties, responsibilities and specific job descriptions of the members of the Executive shall be laid down in Standing Orders.
- (b) Members of the Executive may, by mutual consent and with the consent of the Executive, delegate specified responsibilities to each other for a specified time, subject to such restrictions, if any, as Standing Orders may prescribe.

Article A – Governance

5. Duties of the Executive

5.1 It shall be the duty of the members of the Executive to act in accordance with, and in a manner consistent with, this Constitution and the objects of OUSU as those objects appear from this Constitution and in OUSU Policy.

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Article B – Elections

1. Date of Elections

1.1 OUSU shall ballot its membership on a day, chosen in a manner laid down in Standing Orders, after the Monday of 5th Week in each Michaelmas Term in Statutory Annual Elections for the purpose of electing the Sabbatical Officers, Executive Officers, and twelve Council Delegate.

2. The Secret Ballot

2.1 All OUSU Direct Elections, Referendums, and Indicative Polls shall be by secret ballot; and all full members of OUSU, and no other persons, shall be entitled to vote.

3. Restrictions on Eligibility in Standing for Election

- 3.1 (a) No person may stand simultaneously in more than one ballot for Sabbatical Office.
- (b) The Office of Vice-President (Women) shall be elected in a ballot in which only full members of OUSU who are women shall be entitled to vote and the office of Vice-President (Graduates) shall be elected in a ballot in which only full members of OUSU who are graduates shall be entitled to vote.
- (c) The Office of Women's Campaign Officer shall be elected in a ballot in which only full members of OUSU who are women shall be entitled to vote, and the offices of Graduate Academic Affairs Officer, Graduate International Officer and Graduate Welfare Officer shall be elected in a ballot in which only full members of OUSU who are graduates shall be entitled to vote.
- (d) Only full members of OUSU who are women shall be entitled to vote on a referendum on the removal from office of the Vice-President (Women). Only full members of OUSU who are graduates shall be entitled to vote on a referendum on the removal from office of the Vice-President (Graduates).
- (e) The franchise in an Indicative Poll may be restricted to specified categories of full members of OUSU if so specified in the petition, request, or motion under G6 pursuant to which the Indicative Poll is to be called.

Article B – Elections

4. Eligibility to Stand for Election

4.1 Only full members of OUSU and, except as laid down herein and in Standing Orders, all full members of OUSU, shall be eligible to stand for election to, or be co-opted to, a Sabbatical Office; or to stand for election for the post of Executive Officer or of Council Delegate; except that only full members of OUSU and, except as laid down herein and in Standing Orders, all full members of OUSU, who are women may stand for election to, or be co-opted to, the posts of Vice-President (Women) and Women's Campaign Officer. Only full members of OUSU and, except as laid down herein and in Standing Orders, all full members of OUSU who are graduates may stand for election to, or be co-opted to, the posts of Vice-President (Graduates), Graduate Academic Affairs Officer, Graduate International Officer and Graduate Welfare Officer.

5. The Returning Officer's Report

5.1 The Returning Officer shall make a written report on each Direct Election and each Referendum to Council and to the Proctors. The Returning Officer shall also submit written reports at such times and to such persons as may be required by Council or the Executive.

6. Complaints and the Proctors

6.1 The Proctors shall have the power to investigate complaints relating to the conduct of any Election, Referendum or Indicative Poll and where a complaint is upheld, to take such steps as may be required to secure effective redress.

7. Use of Alternative Vote and Inclusion of RON in Sabbatical Elections

7.1 Each Sabbatical Officer, Executive Officer and Graduate Officer shall be elected in a separate ballot by the Alternative Vote. There shall be a RON option in all sabbatical, executive and graduate elections.

8. Use of Single Transferable Vote in Delegate Elections

8.1 The Council Delegates shall be elected in one single ballot by the Single Transferable Vote.

9. The Secret Ballot (Again)

9.1 All OUSU Direct Elections and Referendums shall be by secret ballot; and all full OUSU members, and no other persons, shall be entitled to vote.

10. College Permission to Stand for Election to Sabbatical Office

10.1 No person may stand for, or be co-opted to, any Sabbatical Office unless she or he has obtained in writing the permission of his/her College to hold such office if elected or co-opted as the case may be; and, in the case of a student undertaking postgraduate study, the permission also of her/his Faculty or Department. No person may stand for any office other than a Sabbatical Office if the term for which s/he would be elected would outlast the duration of their membership of OUSU.

Article B – Elections

11. Eligibility for Election of Persons Already Serving in Any Sabbatical Office

11.1 No person, having served more than 84 days of term in any Sabbatical Office, shall be eligible to stand for election to the same or any other Sabbatical Office. Any person, having served less than 84 days of term in any Sabbatical Office, shall be eligible to stand for re-election to the same Sabbatical Office, but not for election to any other Sabbatical Office; and, if so re-elected, shall be entitled to serve the full period for which thus elected.

12. Filling of Vacancies for Sabbatical Office

12.1 (a) A vacancy in any Sabbatical Office shall be filled by a by-election, unless the date of the vacancy arising precludes the holding of such a by-election before the last day of full Hilary Term, in which case it shall be filled by an Election in Council.

(b) A vacancy for a Sabbatical Officer-elect shall be filled by a by-election. Where, between the vacancy occurring and the said by-election taking place, the academic year ends, the Sabbatical Officer-elect co-opted under (c) below, if any, shall be deemed to have been co-opted as a Sabbatical Officer under (c) below.

(c) In the period between a vacancy arising under (a) or (b) and it being filled under the provisions thereof, the Executive may, where it sees fit, co-opt any full member of OUSU to fill that Sabbatical Officer, subject to the restrictions prescribed above but setting aside the provisions of 13 above; but any person so co-opted shall not be eligible to stand in the election for that office held under (a) above. Any person so co-opted shall not, however, be prohibited by reason of that co-option from standing in any other election to any Sabbatical Office, and their period of service as a co-opted Sabbatical Officer shall be disregarded for the purposes of determining their eligibility under 13 above. The contrary provisions of C1 notwithstanding, a person thus co-opted may, with the consent of the Executive, serve as a part-time officer, in which case they may, by resolution of the Executive, be unpaid.

13. Filling of Vacancies for Executive Office

13.1 A vacancy for an Executive Officer shall be filled by an Election in Council.

14. Filling of Vacancies for Council Delegate

14.1 A vacancy for a Council Delegate shall be filled by an Election in Council.

15. Filling of Vacancies for Graduate Office

15.1 A vacancy for a Graduate Officer shall be filled in such manner as shall be laid down in the Standing Orders of the Postgraduate Assembly.

16. Appointment of the Returning Officer

16.1 Standing Orders shall provide for the appointment of a Returning Officer, who shall submit a report on each Direct Election, Referendum and Indicative Poll both to Council and to the Proctors.

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Article C – Committees & Campaigns

1. Permanent Committees of OUSU

1.1 There shall be an Academic Affairs Committee, a Charities Committee and a Postgraduate Assembly, which shall be Permanent Committees of OUSU, as shall such other Committees as may be so designated in Standing Orders.

2. Ad Hoc Committees of OUSU

2.1 Either Council or, subject to Ratification in Council, the Executive, may establish and dissolve ad hoc Committees at their own discretion.

3. Chairs and Co-Chairs

3.1 (a) Each Committee shall have a Chair or Co-Chairs, who shall in all cases be full members of OUSU.

(b) The Chair or Co-Chairs of each equal opportunity campaign shall be elected by that campaign, subject to the guidelines of that campaign which shall be approved by Council. The sabbatical officer with responsibility for that campaign shall act as returning officer unless they choose to delegate that power to a member of the campaign. The election of chairs and co-chairs of equal opportunities campaigns shall not be subject to ratification by Council.

(c) The Executive shall appoint the Chair or Co-Chairs of each Permanent Committee and of each ad hoc Committee, subject to Ratification in Council, their number being determined by the Executive subject to the approval of Council.

(d) The term of office of each Chair or Co-Chair shall not exceed one year; but this shall not prohibit any Chair or Co-Chair from applying for re-appointment at the end of that year or subsequently, nor shall it prejudice any such re-application.

4. The Equal Opportunity Campaigns

4.1 There shall be the following equal opportunity campaigns of OUSU: Women's, Queer Rights, Mature Students, Disabilities Action, International Students and Anti-Racism.

5. Policy Making Powers of the Equal Opportunities Campaigns

5.1 (a) Within the limits herein and in Standing Orders proscribed each equal opportunity campaign shall be a representative and deliberative body for members of OUSU with the power to pass policy on matters as they relate to their specific mandates (subject to ratification in Council). In the period between the passing of policy by an equal opportunity

Article C – Committees & Campaigns

campaign and that policies ratification by Council the campaign may carry out activities as defined by that policy. A refusal by Council to ratify policy passed by an equal opportunity campaign shall not in itself invalidate any actions by that campaign under this clause prior to Council's refusal to ratify.

(b) Once Council has ratified policy submitted by an equal opportunity campaign, only a motion directly addressing that specific policy may amend or overturn it.

6. No Confidence Votes

6.1 Except as is provided herein regarding Sabbatical Officers and members of the Executive, any person holding any office under OUSU, including that of Co-Chair of any Committee, may be removed from that office only where a Motion of No Confidence in him/her is passed by a two-thirds vote of Council; except that any co-chair of an equal opportunities campaign may only be no-confidenced by that campaign subject to the guidelines of that campaign which shall be approved by Council, and any co-chair of Graduate Committee may only be no-confidenced by Graduate Committee in a manner chosen by that committee, and except that, in the case of a Council Delegates, such a vote must be affirmed by a two-thirds vote at the two successive Ordinary Meetings of Council. Nothing in this Clause shall apply to paid members of the OUSU Staff.

7. Rights of Attendance and Voting in Committees

7.1 At all committee meetings, any full member of OUSU shall be entitled to attend and to vote; except that in the case of the Women's Campaign this shall be restricted to full members of OUSU who are women. In the case of the Graduate Committee, this is restricted to full members of OUSU who are graduates.

8. The Student Advice Service and Policy

8.1 The Student Advice Service will consist of the Vice President (Welfare and Equal Opportunities), the Vice President (Women), the Vice President (Access & Academic Affairs), the Vice President (Graduates) and the Student Adviser. Members of the Student Advice Service are not bound by OUSU policy in relation to casework and will provide confidential and impartial advice and support.

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Article D – Finance & Publications

1. The Budget and Amended Budget

1.1 President shall present the Budget for Income and Expenditure in the next financial year to the third Ordinary Meeting of Council in Trinity Term each year; and shall present an Amended Budget for the ongoing financial year to the third Ordinary Meeting of Council in Hilary Term each year. Council may at other times amend the Budget or Amended Budget as the case may be as it sees fit.

2. Presentation of Accounts

2.1 The President shall each year present audited Accounts of Income and Expenditure for the previous financial year for Ratification in Council at the first Ordinary Meeting of Council to which they can be validly submitted as a motion under Standing Orders.

3. OUSU Publications

3.1 (a) OUSU shall produce annually editions of the Welfare Handbook; and at least biennially editions of the Living Out Guide, LGBT Handbook and Disabilities Action Guide; each of which shall be designated a Welfare Publication.

(b) OUSU shall produce annually editions of the Oxford Handbook, the Oxford and Cambridge Careers Handbook (plus additional careers publications as agreed between the Student Unions of Oxford and Cambridge), and the Freshers' Guide; at least biennially editions of the Alternative Prospectus and the Graduate Guide; once termly the Oxford Term Planner; and at least 24 editions annually of the Oxford Student; each of which shall be designated a Service Publication.

(c) Separate Accounts for the Income and Expenditure attributable to each Publication shall be submitted for Ratification to the Vice-President (Finance), and production of any Service Publication which, in the said Accounts, is shown to have made a financial loss, or which the Vice-President (Finance) assures Council is unable in its next edition to make a financial profit, shall be suspended by the passing of a motion to that effect by Council, until such time as Council passes a motion to the contrary.

(d) All Publications shall be bound by OUSU Policy. Except as may be laid down in this Constitution, in Standing Orders, and/or in OUSU Policy, the editorial independence of the Oxford Student shall be inviolable, save that Publications Board shall take such measures as it may deem appropriate to ensure compliance with relevant legislation.

4. The Appointments Board

4.1 (a) There shall be an Appointments Committee as a committee of council. Its membership shall be outlined in the standing orders.

Article D – Finance & Publications

(b) The Appointments committee shall be responsible for the appointment of all editors of OUSU publications, the organisers of Freshers' Fair, the Business Manager and any Assistant Business Managers, and as otherwise laid down in the Standing Orders. All appointments shall be subject to the ratification of Council.

(c) In the case of each appointment made by the Appointments committee, the outgoing incumbent shall also be deemed a full voting member of the Appointments Board, except where s/he is a candidate.

(d) The General Manager shall be a member of Appointments committee only for a number of appointments made during the year, namely the appointment of the Business Manager, any Assistant Business Managers and the Freshers Fair Organisers

(e) Attendance rights for other individuals at meetings of the Appointments committee may be granted by a simple majority of the Appointments committee.

5. Finance, Publications and the Standing Orders

5.1 The procedures governing the conduct of OUSU's financial operations, the Publications Board, and all OUSU Publications, including appointments to the staff of all OUSU Publications shall be laid down in Standing Orders.

6. Entitlement to Indemnity and Liability for Loss

6.1 Every OUSU officer, appointee, and/or member of staff shall be entitled to be indemnified out of OUSU's assets against all losses or liability which s/he may sustain or incur in or about the execution of his or her office or otherwise in relation thereunto, and no person as described above shall be liable for any loss, damage, or misfortune which may happen to or be incurred by OUSU in the execution of her or his office or in relation thereto; provided that nothing in this clause shall affect his or her liability for any wilful default on her or his part.

7. Subscription Fees and Sabbatical Remuneration

7.1 The level of subscription to be paid by each Constituent Organisation, and the level of remuneration to be received by the Sabbatical Officers, shall be determined by Council.

8. Failure to Pay Subscription

8.1 Where any Constituent Organisation has for three successive terms failed to pay all or part of its subscriptions to OUSU, that Organisation's Representatives at Council shall be deprived of their voting rights under B2(c) above, and that Organisation deprived of all services provided by OUSU to its Constituent Organisations, until such time as either such arrears are fully cleared or Council resolves by simple majority that voting rights, and/or the said services, may be restored, wholly or partially as specified, for a specified and limited period.

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Article E – Special Meetings of Council, Referendums & Indicative Polls

1. Calling of Special Council

- 1.1 (a) A Special Meeting of Council may be called to reconsider any specified motion or motions passed or rejected up to 21 days previously by any Ordinary, Extraordinary, or Termly Meeting of Council, or any policy passed by any previous Special Meeting of Council and still valid.
- (b) A Special Meeting of Council shall be called under (a) above upon the receipt by the President of a petition to that effect signed by not fewer than 500 full members of OUSU, or a request to that effect from not fewer than 10 Constituent Organisations; or upon the passage of a motion to that effect by Council.
- (c) Any petition, request, or motion under (b) above shall specify the motion or motions to be considered.
- (d) Not less than 14 days, and not more than 21 days, shall elapse between the fulfilment of one of the conditions of (b) above for the convention of a Special Meeting of Council and the convening of the Meeting itself.
- (e) Where the Special Meeting of Council is to be convened to reconsider a motion or motions passed or rejected up to 21 days previously by any Ordinary, Extraordinary, or Termly Meeting of Council, no action shall be taken to implement that original decision once a petition or request under (b) above has been received or a motion under (b) above passed until the matter has been resolved by the Special Meeting of Council.

2. Voting Rights and Quorum of Special Council

- 2.1 (a) At a Special Meeting of Council, voting rights shall be confined to the representatives of Constituent Organisations under B2(c) above.
- (b) At a Special Meeting of Council members may, other than on procedural motions, vote only in accordance with mandates granted by their respective Constituent Organisations. Such mandates must be established to the satisfaction of the Chair, and need not instruct all the representatives of any Constituent Organisation to vote in the same manner. No Special Meeting of Council may consider any Amendments to the Motion or Motions in question other than those, if any, specified in the petition, request, or motion under 1(b) above.
- (c) There shall be no Quorum requirement for a Special Meeting of Council.

3. Special Council and Constitutional and Standing Order Amendments

- 3.1 (a) If the motion to be reconsidered is the First or Second Reading of a proposed Amendment to the Constitution, or the First Reading of a proposed Amendment to Standing Orders, and at that Reading in Ordinary or Termly Council as the case may be, the proposed

Article E – Special Meetings of Council, Referendums and Indicative Polls

Amendment was passed by the majority required under Article H below, the reconsideration at the Special Meeting of Council shall be considered the next (and, where appropriate, the Final) Reading of that Amendment.

(b) If the motion to be reconsidered is the First, Second, or Final Reading of a proposed Amendment to the Constitution, or the First Reading of a proposed Amendment to Standing Orders, and at that Reading in Ordinary or Termly Council as the case may be, the proposed Amendment was not passed by the majority required under Article H below, the reconsideration at the Special Meeting of Council shall be considered the same (and, where appropriate, the Final) Reading of that Amendment.

(c) No proposed Amendment to the Constitution, or to Standing Orders, having received the majority required under Article H below at its Final Reading, shall then be referred to a Special Meeting of Council.

(d) Once a petition or request under 1(b) above has been received, or a motion under 1(b) above passed, to reconsider a proposed Amendment to the Constitution, or to Standing Orders, that proposed Amendment shall receive no further Reading prior to the Special Meeting of Council.

4. Referenda

4.1 Any matter, other than the removal of a person from office, may be referred to a Referendum, in which all members of OUSU shall be entitled to vote, upon the receipt by the President of a petition to that effect signed by not fewer than 1500 full members of OUSU, or of a request to that effect from not fewer than 10 Constituent Organisations; or upon the passage of a motion to that effect by Council except that any petition calling for a Referendum to be held concurrently with the next Statutory Annual Elections shall require not fewer than 500 signatures or a request to that effect by not fewer than 5 Constituent Organisations. Provision for Affiliation Ballots on the question of OUSU's affiliation to external organisations in accordance with the requirements of the Education Act 1994 shall be laid down in Standing Orders.

5. Referenda and the Constitution and Standing Orders

5.1 Where the matter referred to a Referendum is a proposed Amendment to the Constitution or Standing Orders, the Referendum shall be considered the Final Reading of that proposed Amendment as under Article H below; but the requirements of Article H below regarding the necessity of a two-thirds majority at a Final Reading shall be inoperative.

6. Indicative Polls

6.1 (a) Any matter, other than the removal of a person from office, or any proposed Amendment to the Constitution or to Standing Orders, may be referred to an Indicative Poll, in which all members of OUSU shall be entitled to vote, upon the receipt by the President of a petition to that effect signed by not fewer than 1500 full members of OUSU, or of a request to that effect from not fewer than 10 Constituent Organisations; or upon the passage of a motion to that effect by Council except that any petition calling for an Indicative Poll to be held concurrently with the next Statutory Annual Elections shall require not fewer than 500 signatures or a request to that effect by not fewer than 5 Constituent Organisations.

Article E – Special Meetings of Council, Referendums and Indicative Polls

(b) The result of an Indicative Poll shall not in itself be deemed Policy; but in response to each Indicative Poll the President shall propose to Council a Motion to create Policy on the matter in question.

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Article F – Constitutional Amendments & Policy Lapse

1. Procedure for Amending the Constitution and Standing Orders

- 1.1 (a) Except as provided under G3 and G5 above, Amendments to the Constitution must be passed at a First Reading at an Ordinary or Extraordinary Meeting of Council by a simple majority, at a Second Reading at the Termly Meeting of Council in the same term by a two-thirds vote, and at a Final Reading at the Termly Meeting of Council the following term by a two-thirds vote.
- (b) Except as provided under G3 and G5 above, Amendments to Standing Orders must be passed at a First Reading at an Ordinary or Extraordinary Meeting of Council by a simple majority, and at a Final Reading at the Termly Meeting of Council in the same term by a two-thirds vote.
- (c) Proposed Amendments to the Constitution or to Standing Orders may not receive their First Reading at the last Ordinary Meeting of Council in any term, or at any Extraordinary Meeting of Council held after the Third Ordinary Meeting of Council in any term.
- (d) Each Amendment to the Constitution or to Standing Orders, having fulfilled the requirements laid down above, shall take effect once ratified by Hebdomadal Council or by such body to which Hebdomadal Council shall delegate the said power of ratification, and shall take effect immediately if already so ratified. The Constitution and Standing Orders shall be subject to quinquennial review by Hebdomadal Council or by such body to which Hebdomadal Council shall delegate its power of review.

2. Policy Creation and Policy Lapse

- 2.1 (a) All Policy passed by Council after the end of Hilary Term 2003 shall remain valid during the academic year in which it is passed and throughout the three subsequent academic years unless overturned by a subsequent Ordinary or Extraordinary Meeting of Council, or by a Special Meeting of Council, or by a subsequent Referendum. All Policy passed by Council before the end of Hilary Term 2003 shall remain valid during the academic year in which it is passed and throughout the five subsequent academic years unless overturned by a subsequent Ordinary or Extraordinary Meeting of Council, or by a Special Meeting of Council, or by a subsequent Referendum
- (b) Policy determined by Special Meetings of Council shall remain valid for the same period, and shall not during that period be overturned or amended other than by a subsequent Special Meeting of Council, or by a subsequent Referendum.
- (c) At the start of the term before policy lapses (usually at the beginning of Trinity Term) a Policy Lapse Booklet shall be distributed (including but not exclusively via OUSU Council and the OUSU website). This Booklet is for the information of OUSU members who may wish to see OUSU reaffirm its lapsing policy.
- (d) Policy determined by Referendums shall remain valid for the same period and shall not, during that period, be overturned or amended other than by a subsequent Referendum.

Article F – Constitutional Amendment & Policy Lapse

(e) An Indicative Poll shall not automatically determine Policy; but following an Indicative Poll it shall be the duty of the President to propose, and to find a seconder for, a motion in response to the results of the said Indicative Poll.

(f) Amendments to the Constitution or to Standing Orders shall remain valid until subsequently amended as prescribed herein.

(g) Policy shall not be determined by any means other than those prescribed herein, except that the Executive shall have the power, where two thirds of all the members of the Executive concur both as to the urgent necessity of action and as to the nature that action should take, to act on behalf of OUSU. Any decisions of the Executive under this Clause shall fall if not ratified at the next meeting of Council.

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Article G – The Postgraduate Assembly

1. Remit of the Postgraduate Assembly

1.1 Within the limits herein and in Standing Orders prescribed, the Postgraduate Assembly shall be a representative and deliberative body for graduate members of OUSU with the power to pass policy on matters as they relate to graduate students (subject to ratification in Council).

2. Membership of Postgraduate Assembly

2.1 The following shall be members of the Postgraduate Assembly:

- (i) All graduate members of OUSU shall be voting members of Postgraduate Assembly.
- (ii) The OUSU Sabbatical Officers shall be non-voting members of PGA.

3. Rights of Attendance and Speech in PGA

3.1 Only members of Postgraduate Assembly shall be entitled to attend and speak, and to propose/second motions, and only the elected representatives of Constituent Organisations shall be entitled to vote, except where the Postgraduate Assembly resolves otherwise in a manner laid down in Standing Orders. Any graduate member is entitled to attend as an observer.

4. Quorum of Postgraduate Assembly

4.1 The Quorum of the Postgraduate Assembly shall be ten of its voting members.

5. Chair of Postgraduate Assembly

5.1 The Postgraduate Assembly shall be presided over by a non-voting Chair, who shall in the first instance be the Vice President (Graduates). In the absence of the Vice President (Graduates) the members present shall elect a temporary Chair in a manner laid down in Standing Orders. The temporary Chair, if normally a voting member, will remain able to vote.

Article G – The Postgraduate Assembly

6. Meetings of PGA

6.1 The Postgraduate Assembly shall meet at least once a term, prior to the deadline for the submission of motions to Termly Council.

7. Outside Attendance and Speech at Postgraduate Assembly

7.1 Standing Orders may allow the representatives of other bodies to attend and speak, but not vote, at meetings of the Postgraduate Assembly.

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Article H – Schedules

1. Requirements for the Standing Orders

- 1.1 (a) The Standing Orders of OUSU shall be those contained in the Schedule of Standing Orders appended to this Constitution, as amended from time to time in accordance with Article H above.
- (b) Standing Orders shall specify the procedures to be followed in Meetings of Council, Direct Elections, Referendums, Elections in Council, and Indicative Polls.
- (c) Standing Orders shall lay down procedures as required by Article F above as regards finance and publications.
- (d) Standing Orders shall specify the Complaints Procedure and other means not covered herein by which Student Members may exercise their various rights, and by which OUSU shall fulfil its various obligations, under the Education Act 1994. The Proctors shall have the power to investigate complaints relating to the conduct of any Election, Referendum or Indicative Poll, and where a complaint is upheld, to take such measures as may be required to secure effective redress.
- (e) Standing Orders shall specify the procedure to be followed when an Interpretation of the Constitution, or of Standing Orders, is required.
- (f) The Standing Orders of the Graduate Committee shall be included within Standing Orders, and, notwithstanding the provisions of H1(b) above, the Standing Orders of the Graduate Committee may be amended only in such a manner as shall be laid down within them and approved by Council in such manner as prescribed herein for an Amendment to Standing Orders under H1(b) above.
- (g) Standing Orders shall specify the duties and responsibilities of all members of the Executive and all other officers, representatives, and appointees of OUSU, other than paid members of the OUSU Staff; except that the duties and responsibilities of officers, representatives, and appointees of the Graduate Committee, shall be laid down in the Standing Orders of the Graduate Committee.

Article H – Schedules

2. Schedule of Associate Organisations

- 2.1 (a) The Schedule of Associate Organisations appended to this Constitution shall specify student unions of institutions of higher or further education which are Associate Organisations of OUSU, and whose members shall be Associate Members of OUSU. Any Associate Member may opt out of his/her membership of OUSU in the same manner as a Full Member as laid down herein.
- (b) Council may invite Observers from Associate Organisations to attend Council who may speak but not vote
- (c) The Schedule of Associate Organisations may be amended only by a two-thirds vote of Council.

3. Primacy of the Constitution

- 3.1 Any part of any Schedule which is inconsistent with this Constitution, or not adapted in accordance with this Constitution, shall be null and void, as shall any part of any policy passed other than in accordance with this Constitution.