

Constitution
of
Imperial College Union

A. Background

- I. Imperial College Union (the “Union”) is a students’ union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Members.
- II. The Union will seek at all times to:
 - (i) ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation; and
 - (ii) pursue its aims and objectives independent of any political party or religious group.
- III. This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss any of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.
- IV. Under the Education Act 1994, Imperial College London has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works with Imperial College London in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union’s Members are met.

B. Definitions and Interpretation

1. The meanings of any defined terms used in this Constitution are set out in Clause 119.
2. The Trustee Board interprets this Constitution, its Bye-Laws and any reserved matter, policy, rule, act or omission made under it. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws when the Trustee Board is not meeting, an initial interpretation will be given by the President.

C. Name

3. There shall be a students’ union in the name of Imperial College Union (and in this Constitution it is called “the Union”).

D. Objects

4. The Union’s objects are the advancement of education of Students at Imperial College London for the public benefit by:

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- 4.1 promoting the interests and welfare of Students at Imperial College London during their course of study and representing, supporting and advising Students;
- 4.2 being the recognised representative channel between Students and Imperial College London and any other external bodies; and
- 4.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

E. Powers

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

regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
 - 5.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
 - 5.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - 5.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
 - 5.8 provide or appoint others to provide advice, guidance, representation and advocacy;

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- 5.9 co-operate with other charities and bodies and exchange information and advice with them;
- 5.10 become a member, affiliate or associate of other charities and bodies;
- 5.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 5.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 5.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
- 5.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 5.15 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 5.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 5.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 5.18 make grants or loans of money and give guarantees;
- 5.19 set aside funds for special purposes or as reserves against future expenditure;
- 5.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 5.21.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 5.21.2 every transaction is reported promptly to the Trustees;
 - 5.21.3 the performance of the investment is reviewed regularly by the Trustees;
 - 5.21.4 the Trustees are entitled to cancel the delegation at any time;
 - 5.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;

- 5.21.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 5.21.7 the financial expert may not do anything outside the powers of the Trustees;
- 5.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 5.25 trade in the course of carrying out any of its objects;
- 5.26 establish or acquire subsidiary companies to carry on any taxable trade;
- 5.27 subject to Clause 6 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 5.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 5.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:
- 5.29.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- 5.29.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
- 5.29.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and
- 5.30 do all such other lawful things as shall further the Union's objects.

6. Limitation on private benefits

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

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

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

6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause 6.3 shall apply;

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

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

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

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

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

6.3.3 reasonable and proper remuneration to any Officer Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:

(a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;

(b) subject to Clause 6.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;

(c) if the person being remunerated is a Trustee the procedure described in Clause 97 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

(d) if the person being remunerated is a Connected Person the procedure described in Clause 97 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;

- (e) subject to Clause 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
 - (f) at all times the provisions of the Education Act are complied with;
- 6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
 - 6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
 - 6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 5.29;
 - 6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Clause 117; and
 - 6.3.8 any payments authorised in writing by the Charity Commission.
- 6.4 In Clauses 6.1 and 6.2.4, references to the Union shall be read as references to the Union and/or any Subsidiary Company.
 - 6.5 For any transaction authorised by Clause 6.2.4 or Clause 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Clause 6.2.4 or Clause 6.4 have been complied with.
 - 6.6 Where a vacancy arises on the Board of Trustees with the result that Clause 6.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Clause 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

F. Dissolution

- 7. If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to Imperial College London.

G. Amendments to the Constitution & the Bye-Laws

- 8. The Trustees and Imperial College London shall review this Constitution and the Bye-Laws every five years, with effect from the date that this Constitution comes into effect.
- 9. No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.

10. Clause 4 (Objects) and Clause 6 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.
11. The Trustees, a two-thirds majority of the Union Council and Imperial College Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution.
12. Save where amendments to the Constitution is a consequential amendment due to a change in the Bye-Laws (for example, the number or heading names of Clauses), the Constitution may be amended by a resolution passed at a Union Council Meeting by at least two thirds of those present and voting; with the approval of the Trustee Board and Imperial College Council.

H. Membership

Members

13. The Members of the Union shall be each and every Student who has not opted out by notifying Imperial College London and the Union of his or her wish not to be a Member.
14. Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:
 - 14.1 he or she ceases to be a Student;
 - 14.2 he or she opts out of membership by giving written notice to the Union; or
 - 14.3 in the case of Members other than the Officer Trustees, a resolution is passed by a majority vote of the Union Council resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least ten (10) clear College days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Union Council.
15. Members' details shall be entered in a register of Members.
16. Members of the Union shall be entitled to the benefits set out in the Code of Practice.
17. Students who are qualified to be Members, but, have opted out or been removed by the Union Council may re-join with permission of the Union Council or Trustee Board.

Associate Members

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18. The Union Council may elect to and remove from associate membership of the Union such persons as they consider to be fit.
19. Eligible persons as determined by the Trustee Board may register for associate membership of the Union.
20. Associate membership shall be subject to such rights and obligations as the Trustee Board consider appropriate.
21. Associate members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

I. Referenda

22. A Referendum may be called on any issue by:
 - 22.1 a resolution of the Trustees;
 - 22.2 The Union President,
 - 22.3 a vote of the Union Council; or
 - 22.4 a petition signed by at least 10% of Members
23. Subject to Clause 22.4, a resolution may only be passed by Referendum if at least 10% of Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
24. Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.
25. Subject to Clause 73, the Members may set Policy by Referenda. Policy set by Referenda will overturn Policy set either by the Members in general meeting or by the Union Council.

J. General Meetings

26. The Trustees or President may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 200 Members having the right to attend and vote at general meetings.

Location of Meetings

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

Length of Notice

28. A general meeting shall be called by at least ten (10) clear College days' written notice.

Contents of Notice

29. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted.
30. Notice of general meetings shall be given to every Member and to the Trustees of the Union.

Quorum

31. No business shall be transacted at any general meeting unless a quorum is present. 200 persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.
32. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine.

Chair

33. The chair of Union Council shall preside as chair of the meeting. In the absence of the chair of Union Council, the Members present and entitled to vote shall choose one of their number, other than the Officer Trustees, to be chair.

Attendance

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

Adjournment

35. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for ten (10) clear College days or more, at least five (5) clear College days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Votes of Members at General Meetings

36. Every Member has the right to attend general meetings and the right to vote. A resolution put to the vote of a general meeting shall be decided on a show of hands, and every Member shall have one vote.

37. Every resolution put to the vote of a general meeting shall be decided by a simple majority of the votes cast unless this Constitution provides otherwise.

K. Trustees

Appointment of Trustees

38. The Trustees shall be made up of the following persons:
 - 38.1 not more than five Officer Trustees, elected in accordance with Clause 39;
 - 38.2 not more than two Elected Student Trustees, elected in accordance with Clause 44;
 - 38.3 not more than two further Student Trustees, appointed in accordance with Clause 48;
 - 38.4 one Alumni Trustee, appointed in accordance with Clause 51;
 - 38.5 not more than four External Trustees, appointed in accordance with Clause 54; and
 - 38.6 the chair of Union Council, elected in accordance with the Bye-Laws.

Officer Trustees

39. Up to five Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts set out in the Bye-Laws.
40. The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws, subject to compliance with Imperial College London's rules on Sabbatical terms. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.
41. Each Officer Trustee must be a Student or an Officer Trustee at the time of his or her election. An Officer Trustee shall continue as, or become a Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee, unless they return immediately to studying at Imperial College London.
42. The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
43. At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to

be determined by this Constitution. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

Student Trustees

44. Subject to Clause 45 below, up to two Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye-Laws.
45. Each Student Trustee must be a Student at the time of his or her election (and must continue to be a Student for the duration of his or her term as a Student Trustee).
46. Elected Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
47. An elected Student Trustee may serve a maximum of two consecutive terms or non-consecutive terms.
48. Up to two Student Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each Student Trustee is ratified by a two thirds majority vote of the Union Council.
49. Unless their appointment is terminated in accordance with Clauses 60 to 64, appointed Student Trustees shall remain in office for a term of one year.
50. Appointed Student Trustees may serve for a maximum of up to two terms which may be either consecutive or non-consecutive.

Alumni Trustees

51. One Alumni Trustee shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each Alumni Trustee is ratified by a two thirds majority vote of the Union Council.
52. Unless their appointment is terminated in accordance with Clauses 60 to 64, Alumni Trustees shall remain in office for a term of up to three years.
53. Alumni Trustees may serve further terms of office, subject to the appointment process outlined in clauses 51.

External Trustees

54. Up to four External Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment

of each Student Trustee is ratified by a two thirds majority vote of the Union Council.

55. Unless their appointment is terminated in accordance with Clauses 60 to 64, External Trustees shall remain in office for a term of up to three years.
56. External Trustees may serve further terms of office, subject to the appointment process outlined in 54.

Chair and Deputy Chair

57. The Trustee Board shall appoint an Alumni Trustee or External Trustee to be to act as Chair and may at any time remove him or her from office.
58. The Trustee Board may appoint one of their number to act as Deputy Chair and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.
59. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustee Board shall preside as chair of the meeting.

Disqualification, Resignation and Removal of Trustees

60. The office of a Trustee shall be vacated if:
 - 60.1 he or she becomes prohibited by law from being a charity trustee;
 - 60.2 in the case of an Officer Trustee, he or she ceases to be an employee of the Union;
 - 60.3 in the case of a Student Trustee, he or she ceases to be a Student;
 - 60.4 he or she resigns by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
 - 60.5 the Trustees reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that he or she be removed from office;
 - 60.6 he or she fails to attend two consecutive meetings of the Trustee Board and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or
 - 60.7 he or she is removed from office under Clauses 61 to 62.

Removal of Trustees by the Members or the Union Council

61. The office of a Trustee shall be vacated if:
 - 61.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 10% of Members

cast a vote in the Referendum. Such a motion shall only be triggered by a petition of no confidence signed by at 10% Members; or

- 61.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Union Council.

Removal of Trustees by the Board

62. The office of a Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause 92.

Rights of Removed Trustee

63. A resolution to remove a Trustee in accordance with Clause 61 and 62 shall not be passed unless the Trustee concerned has been given at least ten (10) clear College days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations to the Trustees.
64. A Trustee removed from office in accordance with Clause 61 and 62 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within ten (10) clear College days of the resolution. The Appeals Panel shall be made up of a nominee of Imperial College London, one independent person and an officer of another students' union. The independent person shall be a Member who is not a Trustee or a member of the Union Council. The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws.

Replacement of Trustees

65. If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.
66. If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.
67. If an elected Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause 44
68. If an Appointed Student Trustee, an Alumni Trustee or an External Trustee resigns, is disqualified or removed from office, a replacement shall be appointed to the vacancy in accordance with Clause 48, 51 or 54 respectively.

Powers of the Trustee Board

69. The Board of Trustees shall be the sovereign and governing body of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) shall exercise all the powers of the Union. A meeting of the Trustee Board at which a quorum is present may exercise all powers exercisable by the Trustee Board.
70. The Trustee Board shall further the aims and objects of the Union with the assistance of the Council.
71. No alteration of this Constitution or the Bye-Laws shall invalidate any prior act of the Trustee Board which would have been valid if that alteration had not been made.
72. The Board's powers under Clause 69 shall include but not be limited to responsibility for:
 - 72.1 the governance of the Union;
 - 72.2 the budget of the Union; and
 - 72.3 the strategy of the Union.
73. The Board of Trustees may override any decision and Policy made by the Members in general meeting or Referendum or by the Union Council which the Trustee Board considers (at their absolute discretion):
 - 73.1 has or may have financial implications for the Union;
 - 73.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 73.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 73.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 72.
74. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause 92, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
75. All acts done by a meeting of the Trustee Board, or of a committee of the Trustee Board, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
 - 75.1 was not properly appointed;
 - 75.2 was disqualified from holding office;
 - 75.3 had vacated office; or

75.4 was not entitled to vote.

Delegation of Trustees' powers

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

Delegation to committees

78. In the case of delegation to committees:
- 78.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
- 78.2 subject to Clause 85, the composition of any such committee shall be entirely in the discretion of the Trustee Board, except that the membership of each committee should contain at least one Student Trustee and one External Trustee and may otherwise comprise such of their number (if any) as the resolution may specify;
- 78.3 the deliberations of any such committee shall be reported regularly to the Trustee Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustee Board and for that purpose every committee shall appoint a secretary;
- 78.4 all delegations under this Clause shall be revocable at any time; and
- 78.5 the Trustee Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
79. The Trustee Board shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses 76 and 77:
- 79.1 Appointments and Remuneration Committee;
- 79.2 Finance and Risk Committee
- 79.3 Governance Committee

Delegation of day-to-day management powers to Union President and Managing Director

80. The Union President shall be the Chief Executive of the Union.

81. The Union President will manage the Managing Director with the support of the Chair of the Board.
82. In the case of delegation of the day-to-day management of the Union to the Managing Director;
 - 82.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustee Board and if applicable to advise the Trustee Board in relation to such policy, strategy and budget;
 - 82.2 the Trustee Board shall provide the Managing Director with a description of his or her role and the extent of his or her authority;
 - 82.3 the Managing Director shall report regularly to the Trustee Board on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and
 - 82.4 the Trustee Board shall provide the Managing Director with a performance management structure to aid his or her work plan and development.

Bank Account

83. For the avoidance of doubt, the Trustee Board may (in accordance with Clauses 76 and 77) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustee Board may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws.

Proceedings of Committees

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

Proceedings of the Trustee Board

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

Trustee Board meetings

86. The Trustee Board shall hold a minimum of four meetings in any Academic Year.
87. Two Trustees may, and the Union President at the request of two Trustees shall, call a meeting of the Trustee Board.

88. Guests or observers can attend meetings of the Trustee Board at the discretion of the Chair.

Length of notice

89. A meeting of the Trustee Board shall be called by at least five (5) clear College days' notice unless either:
- 89.1 all the Trustees agree to shorter notice; or
- 89.2 urgent circumstances require shorter notice.

Contents of notice

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

Service of notice

91. Notice of Trustee Board meetings shall be sent to each Trustee by post or by electronic communication.

Quorum

92. The quorum for meetings of the Trustee Board shall be six and such quorum must include at least two Officer Trustees and either two External Trustees or both the Alumni Trustee and an External Trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be eight.

Decision making by the Trustee Board

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

Virtual meetings

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

Trustee Board decisions without a meeting

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

96. A Trustees' resolution which is made in accordance with Clause 95 shall be as valid and effectual as if it had been passed at a meeting of the Trustee Board duly convened and held, provided the following conditions are complied with:
- 96.1 approval from each Trustee must be received by the Clerk to the Board;
 - 96.2 following receipt of response from all of the Trustees, the Clerk to the Board shall communicate to the Trustee Board by any means whether the resolution has been formally approved by the Trustees in accordance with this Clause;
 - 96.3 the date of the decision shall be the date of the communication from the Clerk to the Board confirming formal approval; and
 - 96.4 the Clerk to the Board prepares a minute of the decision in accordance with Clause 109.

Conflicts of Interest

97. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 93 and a Trustee has a Personal Interest in respect of that matter then he or she must:
- 97.1 declare his or her interest to the Trustee Board;
 - 97.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
 - 97.3 not be counted in the quorum for that part of the meeting (or decision-making process); and
 - 97.4 withdraw during the vote and have no vote on the matter.
98. If any question arises as to whether a Trustee has a Personal Interest, the question shall be decided by a majority decision of the other Trustees.
99. In particular, Clause 97 shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.

L. Union Council

100. The Union Council shall have the authority to:
- 100.1 represent the voice of the Students;
 - 100.2 subject to Clause 73, set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);
 - 100.3 make, repeal and amend the Bye-Laws jointly with the Trustees and Imperial College London Council in accordance with Clause 11;

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- 100.4 receive the annual accounts of the Union;
- 100.5 approve the annual list of the Union's affiliations;
- 100.6 appoint associate members in accordance with Clause 18 and the Bye-Laws, and
- 100.7 form sub-committees and working groups as it sees fit from time to time
- 101. The composition and proceedings of the Union Council shall be set out in the Bye-Laws. No Member may hold more than one seat on the Union Council at any one time.

M. Constituent Unions

- 102. Constituent Unions represent specific groups of students with particular requirements.
- 103. Constituent Unions may be formed by to represent (this is a non-exhaustive list):
 - 103.1 Students who are part of a particular Faculty or subset of the College;
 - 103.2 Students on particular level of study
- 104. The list of Constituent Unions shall be contained in the Bye-Laws and any changes to this list must be approved in accordance with Clause 11
- 105. The constituent Unions are integral parts of the Union
- 106. Each Constituent Union shall have its own constitution, which must be approved by Union Council. The Constituent Union's constitution shall not contradict this Constitution, its Bye-Laws or Union Policy.

N. General

Financial Procedures

- 107. The Union and all constituent parts thereof, its Members and Associate Members and all groups thereof, must abide by the Union's Financial Procedures, which are to be approved annually by the Trustee Board in consultation with Imperial College London.

Irregularities

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

Minutes

109. The Trustee Board shall keep minutes of:

109.1 all proceedings at general meetings of the Union and of meetings of the Trustee Board, and of committees of the Trustee Board, including the names of the Trustees present at each such meeting; and

109.2 all resolutions of the Members and of the Trustee Board

and any such minute, if signed by the chair of the meeting at the next succeeding meeting, after approval by the succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings or the resolution.

110. The minutes and papers of the meetings referred to in Clause 109 above shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices.

Accounts and Reports

111. The Trustee Board shall comply with the requirements of the Education Act and the Charities Act 1993 as to keeping financial records, the audit or examinations of accounts.

112. The Members of the Union have the right to ask the Trustee Board questions in writing about the content of any documents referred to in Clause 111.

Notices

113. Subject to Clause 109, any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

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

114.1 personally;

114.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;

114.3 by leaving it at the address of the Member held on record;

114.4 by electronic communication to the Member's address; or

114.5 by posting it on the Union's website.

115. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

116. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union’s website at the expiration of 48 hours after it was posted.

Indemnity

117. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in 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 Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees’ Indemnity Insurance

118. The Trustee Board shall have power to resolve pursuant to Clause 5.29 to effect trustees’ indemnity insurance, despite their interest in such policy.

O. Definitions and Interpretations

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

| | Term | Meaning |
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| 119.1 | “Academic Year” | the period between 1 st August in one Year to 31 st July in the next Year determined by the Union as the period during which Students are required to be registered with Imperial College London. Each Academic Year is for the time being divided into three terms; |
| 119.2 | “Alumni Trustee” | a Trustee appointed in accordance with Clause 51 who must have graduated from Imperial College London for a period of at least three (3) years and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act; |

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| 119.3 | “Appointments Remunerations Committee” | & the committee set up in accordance with this Constitution; |
| 119.4 | “Board of Trustees”, “Trustee Board” or “Board” | the board of Trustees of the Union; |
| 119.5 | “Bye-Laws” | the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause 11; |
| 119.6 | “Chair” | the chair of the Board of Trustees; |
| 119.7 | “Chief Executive” | the chief executive of the union is the President; |
| 119.8 | “clear College days” | in relation to the period of a notice, that period excluding the College working day when the notice is given or deemed to be given and the College working day for which it is given or on which it is to take effect; |
| 119.9 | “Code of Practice” | the code of practice relating to Imperial College London’s obligations under Section 22 of the Education Act; |
| 119.10 | “Connected Person” | any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the share capital; |
| 119.11 | “Constitution” | this constitution of the Union; |
| 119.12 | “Deputy Chair” | the deputy chair of the Board of Trustees, who may be appointed in |

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| | | accordance with Clause 58; |
| 119.13 | “Education Act” | the Education Act 1994; |
| 119.14 | “External Trustee” | a Trustee appointed in accordance with Clause 54 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act; |
| 119.15 | “in writing” | means written, printed or transmitted writing including by electronic communication; |
| 119.16 | “Members” | members of the Union being Students at Imperial College London; |
| 119.17 | “Office” | the head office of the Union; |
| 119.18 | “Officer Trustee” | a Trustee elected in accordance with Clause 39; |
| 119.19 | “Personal Interest” | a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society); |
| 119.20 | “Petition” | a written request to the Union; |
| 119.21 | “Policy” | Policy set by Referenda or the Union Council in accordance with Clauses 22 to 25 and Clause 100.2 respectively; |
| 119.22 | “President” | the President of the Union, as elected by the Members in accordance with the Bye-Laws; |
| 119.23 | “RAG” | the Raising and Giving society which develops Students by providing them with an opportunity to raise funds for charitable causes; |
| 119.24 | “Referendum” | a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws; |

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| 119.25 | “Student” | any individual who is formally registered for an approved programme of study provided by Imperial College London. For the avoidance of doubt, Imperial College London shall determine whether or not an individual has student status; |
| 119.26 | “Union Council” | the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Union; |
| 119.27 | “Student Trustee” | a Trustee elected in accordance with Clause 44 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder; |
| 119.28 | “Subsidiary Company” | any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; |
| 119.29 | “Trustee” and “Trustees” | the Officer Trustees, the Student Trustees, the Alumni Trustees and the External Trustees; |
| 119.30 | “Union” | Imperial College Union; and |
| 119.31 | “Imperial College London” | Imperial College London incorporated by Royal Charter on 8 th July 1907 |

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

121. Any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.