

Keele Postgraduate Association

**Constitution of an
Unincorporated Charity**

**Approved by KPA Membership: 15/2/18
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Regulations

PART I: PREAMBLE

Article 1: Origin

- 1.1 In accordance with the provisions of the University Charter, Statutes and Ordinances, there shall be an association of postgraduate students [University Ordinance XVI (1.1)].
- 1.2 The name of this association shall be the Keele Postgraduate Association (hereinafter referred to as “the Association”).
- 1.3 Under the Education Act 1994, Keele University has a statutory duty to ensure that the Association operates in a fair and democratic manner and is held to proper account for its finances. The Association therefore works alongside Keele University in ensuring that the affairs of the Association are properly conducted and that the educational and welfare needs of the Association’s Members are met.

Article 2: Objectives

The following objectives are established for postgraduate students during their programme of study at Keele University for the public benefit: -

- 2.1 To relieve financial hardship;
- 2.2 To advance education;
- 2.3 To promote and protect good health; and
- 2.4 To provide facilities for recreation and leisure time occupation of those who have need of such facilities in the interests of social welfare with the object of improving their condition of life.”

Article 3: Authority

- 3.1 Where an issue arises over the interpretation of any provision in this Constitution the Trustees of the Association shall have the final say.
- 3.2 In the event that constitutional interpretation relates to a grievance or complaint made against a member of the Trustee’s Board, that Trustee will be removed from any decisions regarding final interpretation.
- 3.3 The Association may undertake any such action or activity that may assist in furthering its objectives.

- 3.4 The Association may provide services and facilities to its members and relevant interested parties.
- 3.5 The Association may make representations to the University and external bodies and institutions should such representations seeks to further the Associations objectives.
- 3.6 The Association may undertake educational training, teaching or research activities, in partnership or independently, that would support members during or beyond their study.
- 3.7 The Association may fund raise providing such activities are not taxable.
- 3.8 The Association may borrow and raise money through security as appropriate.
- 3.9 The Association may purchase, lease, hire or receive property of any kind.
- 3.10 The Association may sell, manage, lease, mortgage, exchange or dispose of its property.
- 3.11 The Association may make donations, loans, investments of money
- 3.12 The Association may delegate management of finance, property and investment to appropriate individuals or bodies. In such an instance, the following conditions will apply:
 - 3.12.1 The investment policy is set down in writing by the Trustees, including a limit on the level of investments permitted.
 - 3.12.2 Every transaction is reported to the Trustees.
 - 3.12.3 The Trustees are entitled to veto an investment upon receipt.
 - 3.12.4 The investment records are reviewed regularly by the Trustees.
 - 3.12.5 The Trustees are entitled to cancel the delegation at any time.
- 3.13 The Association may open and manage banking accounts and other facilities.
- 3.14 The Association may employ and pay employees and professionals or other advisors.
- 3.15 The Association may grant pensions and retirement benefits to employees of the Association and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Association.

PART II: LEGAL

Article 4: Restriction on Personal Return

- 4.1 Income and property shall only be used in accordance with the stated objectives of the Association.
- 4.2 No Member of, or any person connected or associated with, the Association shall make profit from the activities of the Association unless qualifying under one or more of the following exceptions:
 - 4.2.1 The Member is in the trust of the Association as a beneficiary.
 - 4.2.2 Any payment due for services provided to the Association. If such Member is a Trustee Article 4.3 shall apply.
 - 4.2.3 Repayment of any financial interest as designated and approved the Board of Trustees in accordance with Article 23.10.
- 4.3 No Trustee shall make profit from the activities of the association unless qualifying under one or more of the following exceptions:
 - 4.3.1 The Trustee is in the trust of the Association as a beneficiary.
 - 4.3.2 Reasonable expenses claim as agreed by the Board of the Trustees.
 - 4.3.3 Remuneration to any Officer Trustee as part of his or her terms of employment. The payment is made due to their position as an Officer, not as a Trustee.
 - a) This provision may not apply to more than half of the Trustees, or connected persons, in any financial year. Whereby due to vacancies arising on the Board of trustees there is a majority of remunerated Trustees the Association must fill such vacancies as soon as is possible.

Article 5: Dissolution

- 5.1 The members of the Association may at any time before, and in expectation of, it's dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - 5.1.1 directly for the objectives; or

- 5.1.2 by transfer to any charity of charities for purposes similar to the objectives; or
 - 5.1.3 to any charity or charities for use for the particular purposes that fall within the objectives.
- 5.2 Subject to any such resolution of the members of the charity, the Trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - 5.2.1 directly for the objectives; or
 - 5.2.2 by transfer to any charity of charities for purposes similar to the objectives; or
 - 5.2.3 to any charity or charities for use for the particular purposes that fall within the objectives.

Article 6: Relationship with other Bodies

- 6.1 The Association may support or merge with other charities with objectives similar to the Associations own objectives, and may control or appoint individuals and bodies to control and manage such charities.
- 6.2 The Association may acquire all or any assets and liabilities of any charity with objects similar to the Association's objectives.
- 6.3 The Association may become a member, affiliate or associate of other charities and bodies. Any such activity must be reported to the Membership and the University annually.

Article 7: Indemnity

7.1 Without prejudice to any indemnity to which they may otherwise be entitled, every Trustee or former Trustee shall be indemnified out of the assets of the Association in relation to any liability they incur in that capacity ("**Indemnity**").

7.2 The Indemnity shall extend to legal and other costs reasonably or necessarily incurred in respect of any claims asserted or brought against any Trustee or former Trustee in responding to or defending against such claims and any civil liability and costs awarded against such Trustee or former Trustee.

7.3 The Indemnity shall not extend to any matter, liability or cost for which an indemnity is prohibited by law or statute applicable to the Association from time to time and the Indemnity is limited accordingly; and without prejudice to the foregoing shall not extend to any action of a Trustee or former Trustee adjudged to have been dishonest, fraudulent or ultra vires.

7.4 The Association shall ensure it is covered by a policy or policies of indemnity insurance (“**Policy**”) for the benefit of the Trustees and former Trustees for the risks included in the Indemnity in such sums insured and on such terms and conditions as the Trustees shall from time to time determine as sufficient and reasonable, and to the extent available.

7.5 The Trustees and former Trustees shall be subject to the terms and conditions of the Policy.

PART III: GOVERNANCE

Article 8: Amendments to the Constitution

- 8.1 The Trustees and Keele University shall revise this Constitution every five years, with effect from the date that this Constitution comes into effect.
- 8.2 With the exception of housekeeping (for example formatting) amendments to this Constitution may be amended by:
- 8.2.1 A motion passed by a two-thirds majority of the Members present and voting at a General Meeting, providing quorum has been met as stipulated in Article 10.5.
 - 8.2.2 A referendum passed by a two-thirds majority of the Members voting, providing quorum has been met as stipulated in Article 9.2.
- 8.3 No amendment to this Constitution shall be made which would have the effect of the Association ceasing to be a charity.
- 8.4 Amendments to Article 4 must be agreed by the Charities Commission.
- 8.5 If neither a quorate General Meeting nor Referendum can be attained after three successive attempts the Trustee Board may action an amendment to the Constitution if it is deemed necessary. Any such amendment requires a unanimous decision of the Trustee Board.
- 8.6 Amendments to the constitution must be approved by Keele University (as required by Section 22 of the Education Act 1994)

- 8.7 Should an amendment be made to this Constitution a revised copy shall be sent to the Charity Commission along with the copy of the motion.

Article 9: Referendum

- 9.1 A referendum may be called on any issue by:
- a) A resolution of the Trustees
 - b) A majority vote of a General Meeting
 - c) A petition of at least twenty signatories or 1% of Members, whichever is the greater
- 9.2 A resolution may only be passed by Referendum if at least 5% of Members cast a vote and the majority of the votes are cast in favour of the resolution.
- 9.3 Referenda may overturn policy set by a General Meeting or a meeting of the Trustees subject to Article 23.6.

Article 10: General Meetings

- 10.1 Chair of the meeting
- 10.1.1 The Student Trustee shall chair all Association General Meetings. If s/he is absent or relinquishes the Chair it shall be taken up by another Trustee. The President is under no circumstance to chair a General Meeting.
 - 10.2.1 The Chair shall be responsible for the conduct of meetings and oversee proceedings.
- 10.2 The Trustees shall remain the authoritative interpreter of the Constitution as prescribed in Article 3.1.
- 10.3 Both the Chair and President are subject to the rights of any member to challenge his/her ruling as provided for in Standing Order and Procedure 5.5.10.
- 10.4 Frequency of meetings
- 10.4.1 The Association shall hold an Annual General Meeting [AGM] once per academic calendar year (September-August).
 - 10.4.2 In addition to an AGM the Association shall hold an Ordinary General Meeting [OGM] at least once per academic year.
 - 10.4.3 An Extraordinary General Meeting [EGM] may be called by the Trustees or by a petition of at least twenty signatories or 1% of Members, whichever is the greater.

10.5 Quoracy

10.5.1 For the purpose of a General Meeting a quorum of at least 1% of Full Members or twenty Full Members (whichever is the greater) shall be reached. Trustees shall not count towards quorum.

10.5.2 In the event of a General Meeting not having the required number of person to constitute a quorum, the business will be transacted by the Trustees.

10.6 The convening of general meetings, the rights, and privileges of members to speak and vote, the order of business and process of motions shall be prescribed in Standing Order and Procedure Section 4.

Article 11: Committees

11.1 In addition to the Board of Trustees there shall be the following committees of the Association:

- 11.1.1 Executive Committee
- 11.1.2 Appointments Committee
- 11.1.3 Finance and Assets Management Committee
- 11.1.4 Scholarship and Bursary Disbursement Committee

11.2 All Committees shall report to the Trustees on a regular basis.

11.3 The composition and duties and responsibilities of the Committees shall be set out in Standing Order and Procedure Section 2.

Article 12: Elections

12.1 Elections shall be conducted in accordance with the Standing Procedure and Regulation Section 3.

PART IV: MEMBERSHIP

Article 13: Membership

13.1 Full Membership of the Association shall be offered without charge of any kind to all students who are registered at Keele University for full or part-time postgraduate study.

- 13.2 All postgraduate students of the university will be advised of their right not to be a member of the Association. Any student wishing to opt out of membership should inform the Trustees in writing.
- 13.3 There shall be the following types of membership:
- 13.3.1 Full Membership
 - 13.3.2 Associate Membership
 - 13.3.3 Honorary Membership
- 13.4 The eligibility, bestowment, voting rights, privileges, and payable fees of member types shall be prescribed in Standing Order and Procedure Section 4.
- 13.5 Anybody who does not hold membership, of any kind, may use the Association's facilities only at the discretion of the Trustees. This responsibility may be delegated out to the President and facility management as appropriate.
- 13.6 Trustees are considered Full Members of the Association according to their rights in Articles 18.4 (for Officer Trustees), 19.1 (Student Trustees), 20.4 (External Trustees) and Standing Order and Procedure 4.1.
- 13.7 Members' details shall be recorded in a register of all Members to be maintained by the Association Secretary.
- 13.8 All members of the Association are expected to abide by the Regulations and the Standing Orders and Procedures and by such codes of conduct that are in operation.

PART V: OFFICERS

Article 14: Officers

- 14.1 There shall be the following officers of the Association:
- 14.1.1- President
 - 14.1.2- Vice-President
 - 14.1.3- Association Secretary
- 14.2 There may be other officers of the Association, a list of which shall be maintained in the Standing Orders and Procedures section 1.1. The duties and responsibilities of these officers will be at the discretion of the President. All officers of the Association shall sit on the Executive Committee and be entitled to vote.

- 14.3 The duties and responsibilities of the Association Officers shall be set out in Standing Order and Procedure 1.1.

PART VI: DISCIPLINE

Article 15: Censure and Removal of an Officer

- 15.1 Any officer, including Trustees, can be censured, or removed by a two-thirds majority at a General Meeting.
- 15.2 Passage of a motion of censure against an officer shall result in the official reprimand of that officer, and the recording of that reprimand in the Association Policy document.
- 15.3 Passage of a motion of no-confidence in an officer shall result in the immediate removal of that officer.
- 15.4 Any officer acting on behalf of the Association who refuses to fulfil a mandate that would be inconsistent with this Constitution or the contravention of the law of the land shall not be eligible for any disciplinary action under any circumstances.

Article 16: Complaints and Grievances Procedure

- 16.1 Any member of the Association may address complaints and grievances to the Board of Trustees. As head of the Board of Trustees, this complaint should be forwarded to the President, who will then inform the remainder of the Board. A complaint regarding the President should be forwarded to the Vice-President or another member of the Board of Trustees. If the complaint concerns both the President and Vice-President, or where a conflict of interest is raised.
- 16.2 The Board shall follow the complaints and grievances procedure only when a complaint is made in writing.
- 16.3 An internal inquiry shall be undertaken.
- 16.3.1 The internal inquiry shall be chaired by the President or Vice-President, or another member of the Board of Trustees where the complaint concerns both the President and Vice-President, or where a conflict of interest is raised.
- 16.3.2 The internal inquiry shall present its findings to the Trustees.
- 16.3.3 A vote shall be taken by the Trustees as to whether the recommendations of the internal inquiry are put into practice.

- 16.4 If the complainant is a Full Member and is not satisfied by the initial inquiry then an independent Complaints Committee shall be appointed. If the member is not a Full Member then the procedure ends at the conclusion of the internal enquiry.
- 16.4.1 The Complaints Committee shall be chaired by the President or Vice-President, or another member of the Trustees Board should a conflict of interest be raised.
- 16.4.2 The Complaints Committee shall comprise representatives from both within and beyond the Association; ordinarily a member of University senior management and a Keele University Students' Union Sabbatical Officer.
- 16.4.3 The recommendations of the Complaints Committee shall be put into practice unless contravening this Constitution or the law of the land.
- 16.4.4 The Complainants Committee can make recommendations to change the Constitution though these require the approval of the membership subject to Article 8.2.
- 16.5 If the complainant is not satisfied by the decision of the Complaints Committee, provided they are a Full Member, their final recourse shall be the relevant University authorities under University Ordinances.

PART VII: TRUSTEES

Article 17: The Trustees

- 17.1 The Trustees shall constitute the Trustee Board.
- 17.2 The Trustees of the Association shall be the following:
- a) Not more than four Officer Trustees, elected in accordance with Standing Order and Procedure section 3.
 - b) Not more than one Student Trustee, elected in accordance with Standing Order and Procedure section 3
 - c) Not more than five External Trustees, appointed in accordance with Standing Order and Procedure 2.2.

Article 18: Officer Trustees

- 18.1 The Officer Trustee shall serve a term of one year in accordance with the Standing Order and Procedure 3.10.
- 18.2 An Officer Trustee may serve no more than two terms, each term being subject to the Election Articles and Standing Orders and Procedures of this Constitution.
- 18.4 Each Officer Trustee must be a Full Member of the Association at the time of his or her election. An Officer Trustee shall remain a Full Member of the Association for the duration of his or her appointment. When the Officer Trustee finishes his or her term (or is removed) their membership status shall be subject to Article 13 and Standing Order and Procedure Section 4.
- 18.5 The Officer Trustees shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act 1994.
- 18.6 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into an agreement with the Association for a term to be determined by the Trustees.
- 18.7 The duties of each Officer Trustee shall be as set out in the Standing Orders and Procedures Section 1
- 18.8 The method of remuneration for each Officer Trustee shall be as set out in the Standing Orders and Procedures Section 1.
- 18.9 Should an Officer Trustee cease to be an Officer of the Association they shall relinquish their position as an Officer Trustee.

Article 19: Student Trustees

- 19.1 Each Student Trustee must be a student and a Full Member of the Association at the time of his or her election and shall continue to be a student and a Full Member for the duration of his or her term as a Student Trustee.
- 19.2 Student Trustees shall remain in office for a term of one year commencing in accordance with the Standing Order and Procedure 3.10.
- 19.3 A Student Trustee may serve no more than two terms, each term being subject to the Election Articles and Standing Orders and Procedures of this Constitution.
- 19.4 Should a Student Trustee cease to be eligible for full membership of the Association they shall relinquish their position as an Officer Trustee.

Article 20: External Trustees

- 20.1 Up to five External Trustees shall be appointed by a simple majority vote of the Appointments Committee.

- 20.2 Unless their appointment is terminated in accordance with Article 21. External Trustees shall remain in office for a term of *up to* four years commencing in accordance with the Standing Order and Procedure 3.10.
- 20.3 External Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive.
- 20.4 Upon commencing their term of officer External Trustees shall be considered Full members of the Association in accordance with Article 13.6.

Article 21: Resignation and Removal of Trustees

- 21.1 Should a Trustee resign the remaining Board members shall put in place plans to maintain Quorum of the Board of Trustees, as prescribed by Article 24.5, by the time the notice of resignation takes effect.
- 21.2 A Trustee may be removed if:
 - 21.2.1 The Trustee fails to attend three consecutive meetings of the Trustees and there are no mitigating circumstances.
 - 21.2.2 The Trustee is incapable of fulfilling the duties and requirements of office.
 - 21.2.3 He or she is prohibited by law from being a charity trustee.
 - 21.2.4 Any matter deemed relevant by the required margins of Trustees or the Membership as prescribed in Article 21.3.
- 21.3 A Trustee may be removed by:
 - 21.3.1 A motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 10% of Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 5% of Members.
 - 21.3.2 A motion of no confidence in the Trustee is passed by a simple majority in a vote of a General Meeting. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 5% of Members.
 - 21.3.3 The office of External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. Any 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 Article 24.5.

21.4 An External Trustee removed from office in accordance with Article 21.3.3 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution.

21.4.1 The Appeals Panel shall constitute:

- a) A nominee of Keele University.
- b) An officer of another students' union.
- c) A Senior Manager of the Association.
- d) A Member of the Association who is not a Trustee or a member of the Executive Committee.

21.5 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 Article 24.5, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.

Article 22: Trustee Vacancies

22.1 Vacant Officer and Student Trustee positions must be filled in accordance with the Election Articles and Standing Orders Procedures of this constitution.

22.2 Vacant External Trustee positions must be filled in accordance with the Committee Standing Orders and Procedures of this constitution.

22.3 Candidates for vacant trustee positions must abide by the relevant Articles to the type of Trustee position to which they are being elected or appointed.

Article 23: Powers of the Trustees

23.1 The Board of Trustees shall be responsible for:

- a) Upholding the objectives of the Association.
- b) The management and administration of the Association.
- c) Providing the strategic development and direction of the Association.
- d) The budgets of the Association.

23.2 The Board of Trustees may exercise all the powers of the Association.

23.3 A quorate meeting of the Board of Trustees may exercise all powers exercisable by the Trustees.

23.4 All acts transacted by a meeting of the Trustees shall be judged through the constitution under which they were made.

23.5 All acts of a meeting of Trustees shall be valid even if it is later discovered that such acts were transacted by an unconstitutional Board.

- 23.6 The Board of Trustees may override any decision and policy made by the Members in a General Meeting or Referendum or a resolution of the Executive Committee which the Trustees consider:
- a) Has or may have adverse financial implications for the Association.
 - b) Is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements.
 - c) Is not in the best interests of the Association.
 - d) Is not compatible with objectives of the Association.
- 23.7 The Trustees may delegate any of their powers or responsibilities to any committee or person of their choosing as set-out in this Constitution. Any such delegation may be revoked at any time at the discretion of the Trustees.
- 23.7.1 The deliberations of any such committee or individual shall be reported regularly to the Trustees
- 23.8 The Trustees shall establish the following committees (which are a non-exhaustive list) in accordance with their powers under Article 23.7:
- a) Executive Committee
 - b) Appointments Committee
 - c) Finance and Assets Management Committee
 - d) Scholarship and Bursary Disbursement Committee
- 23.9 In accordance with Article 23.8 the composition and terms of reference of the committees are contained in the Standing Orders and Procedures section 2.
- 23.10 The Trustees may delegate all financial matters to any committee provided that such committee shall include at least one Trustee.
- 23.10.1 A committee delegated financial responsibility by the Board of Trustees shall conduct its business within a budget which has been approved by the Trustees.
- 23.11 The Trustees shall have the power from time to time to jointly make, repeal or amend Standing Orders and Procedures so long as that shall not be inconsistent with this Constitution.

Article 24: The Trustee Board

- 24.1 The President shall be the Chair of the Board of Trustees.

- 24.2 The Trustees shall appoint a non-Officer-Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.
- 24.3 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.
- 24.4 The Trustees shall hold a minimum of four meetings in any Academic Year. Guests or observers can attend meetings of the Trustees at the discretion of the Chair.
- 24.5 The quorum for Trustees' meetings shall be three and such quorum must include at least one Officer 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 adjusted accordingly to reflect the linear number of the remaining Trustees.
- 24.6 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.
- 24.7 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means that they share a common view on a matter.
- 24.8 Whenever a matter is to be discussed at a meeting and a Trustee has a Personal Interest in respect of that matter then he or she must:
- a) Declare his or her interest.
 - b) Remain for the discussion at the discretion of the other Trustees.
 - c) Withdraw during the vote and have no vote on the matter.
- 24.8.1 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.
- 24.8.2 Article 24.8 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 Association.

Article 25: The Chief Executive

- 25.1 The Chief Executive of the Association shall be the Chair of the Board of Trustees.
- 25.2 In the case of delegation of the day-to-day management of the Association, as allowed by Article 23.7, to the Chief Executive:

- 25.2.1 The delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy, and budget;
- 25.2.2 The Trustees shall provide the Chief Executive with a description of their role(s) and a scheme of delegated authority;
- 25.2.3 The Chief Executive shall report regularly to the Trustees the actions undertaken through such delegated management.

Standing Orders and Procedures

Section 1: Officers

- 1.1 The duties and responsibilities of the Association Officer shall be, though not limited to:
 - 1.1.1 President
 - a) The President shall be the head of the Association.
 - b) The President shall be responsible for day to day running of the Association including the setting of budgets, organisation of, and proper recording keeping for, all financial dealings of the Association.
 - c) The President shall direct the officers of the Association.
 - d) The President shall be the public spokesperson for the Association.
 - e) The President shall be jointly responsible for communication with the University.
 - f) The President shall be the chair of the Board of Trustees as prescribed by Article 24.1.
 - g) The President shall be the first interpreter of this Constitution, with final interpretation as prescribed by Article 3.1.
 - h) The President shall chair the Finance and Assets Committee as set out in Standing Order and Procedure 2.3.3.

- h) The President shall be a Sabbatical Officer remunerated in agreement with the University.

1.1.2 Vice-President

- a) The Vice-President shall support the President in undertaking his/her duties.
- b) The Vice-President shall undertake the duties and responsibilities of the President in his/her absence.
- c) The Vice-President shall be responsible for assisting in the day-to-day running of the Association.

The Vice-President shall assist in the direction the officers of the Association.

- d) The Vice-President shall be a public spokesperson for the Association.
- e) The Vice-President shall be jointly responsible for communication with the University.
- f) The Vice-President shall be a Sabbatical Officer remunerated in agreement with the University.

1.1.3 Association Secretary

- a) The Association Secretary shall support the President in undertaking his/her duties.
- b) The Association Secretary shall be responsible for maintaining a register of all members and distributing membership cards as required.
- c) The Association Secretary shall be responsible for arranging all General Meetings and Committees.
- d) The Association Secretary shall act as the secretary to all Association General Meetings and Committees.
- e) The Association Secretary shall be the returning officer in all elections subject to Standing Order and Procedure 3.1.5
- f) The Association Secretary shall be responsible for communication with the membership and disseminating relevant material.
- g) The Association Secretary shall be remunerated in agreement with the University.
- h) The Association Secretary shall report to the President of the Association, or where appropriate, the Vice-President.

- i) The Association Secretary shall undertake any further responsibilities as directed to by the President or Board of Trustees.

1.1.4 Activities Officer

- a) Shall work with the Executive Officers and Clubhouse management to Organise a balanced programme of events at the Clubhouse and beyond.
- b) Shall liaise with Keele University Students' Union about the provision of adequate postgraduate activities.

1.1.5 Equality and Diversity Officer

- a) Shall ensure that all the Associations activities consider and represent minorities equally.
- b) Shall be involved in the University's Equality and Diversity strategies.

1.1.6 International Students Officer

- a) Shall ensure that all the Associations activities consider and represent international students equally.
- b) Shall be involved in the University's internationalisation strategies.

- 1.2 In addition there shall be a representative elected for each Faculty of the University.

Section 2: Committees

2.1 The Executive Committee

2.1.1 The Executive Committee shall comprise:

- a) The President
- b) The Vice-President
- c) The Association Secretary
- d) The Activities Officer
- e) The Equality and Diversity Officer

f) The International Students Officer

g) The Faculty Representatives

2.1.2 The Executive Committee shall be responsible for the day to day running of the Association through the execution of their responsibilities as allowed in Article 23.7.

2.1.3 The Chair of the Executive Committee shall be the President.

2.1.4 All members of the Executive Committee shall be entitled to vote.

2.1.5 The Executive Committee must operate within the budget set out by the Trustees.

2.2 The Appointments Committee

2.2.1 The Appointments Committee shall comprise:

a) The President

b) The Vice-President

c) The Association Secretary

d) At least one other Trustee

2.2.1 The Appointments Committee shall be responsible for:

a) The appointment of non-officer Trustees according to Article 20.1.

b) Bestowing Honorary Membership according to Standing Order and Procedure 4.1.3a

c) Co-option of vacant Executive Committee positions according to Standing Order and Procedure 3.8.2.

2.2.3 The Chair of the Appointments Committee shall be the President.

2.2.4 All members of the Appointments Committee shall be entitled to vote.

2.3 The Finance and Assets Management Committee

2.3.1 The Finance and Assets Management Committee shall comprise:

- a) The Association Secretary
- b) The President
- c) The Vice-President
- d) The General Manager of the Clubhouse or a deputy
- e) A representative from the University Human Resources department
- f) A representative from the University Finance department
- g) A representative of Keele University's Catering and Retail department
- h) The Association Administrative Coordinator
- i) One External Trustee

2.3.2 The Finance and Assets Management Committee shall be responsible for:

- a) Implementing the budget set out by the Trustees.
- b) Monitoring the fiscal health of the Association

2.3.3 The Chair of the Finance and Assets Management Committee shall be the Chair of the Board of Trustees or his delegate.

2.3.4 Only the President, the Association Secretary, the Vice-President, and the External Trustee are entitled to vote. Other members of the Committee have no voting rights.

2.4 The Bursary and Scholarships Committee

2.4.1 In the years which the Association decides to award scholarships, bursaries and other financial benefits for the purpose of research and education which meet the stated objectives of the Association Article 2 there shall be a Bursary Awards and Scholarships Committee.

2.4.2 The terms of reference and composition of the Bursary Awards and Scholarships Committee shall be contained in a separate document with the following prerequisites:

- a) The President shall be the Chair of the Scholarship and Bursary Disbursement Committee.
- b) The Bursary Awards and Scholarships Committee shall only make awards set aside by the Trustees in the budget.

- c) No member of the Bursary Awards and Scholarships Committee shall be in benefit of an award.

Section 3: Elections

3.1 Returning officer

- 3.1.1 The Chief Returning Officer shall be the sole interpreter of the election guidelines and regulations and will be responsible for the running of the Association elections.
- 3.1.2 The Deputy Returning Officer is to assist the chief returning officer in his/her capacities.
- 3.1.3 The Chief Returning Officer of the elections shall be the Association Secretary.
- 3.1.4 The Deputy Returning Officer of the elections shall be an officer or employee of the Association as selected by the Chief Returning Officer, and approved by the Board of Trustees
- 3.1.5 If either returning officer is a candidate in the forthcoming elections they shall relinquish their position as a returning officer and a replacement shall be appointed by the Board of Trustees.
- 3.1.6 A returning officer may be removed by a vote of the Trustee Board if it deemed that they have broken the election procedures. The Trustee Board shall then appoint a replacement.
- 3.1.7 The Chief Returning Officer shall co-ordinate with relevant University authorities to draw up an electoral list of all registered postgraduates for each election.
- 3.1.8 The President shall not be a returning officer, unless such circumstances arise in which an election becomes untenable.

3.2 Timing

- 3.2.1 All elections shall be by an annual cross campus secret ballot of all postgraduate students to be conducted in the month preceding the Easter Vacation.
- 3.2.2 Nominations shall be opened one month before the Easter vacation.
- 3.2.3 Nominations shall remain open for one week.

- 3.2.4 Once nominations have closed the candidates must be announced by the Chief Returning Officer.
- 3.2.5 One week after nominations have closed the candidate's manifestos must be displayed. Campaigning may begin at this point.
- 3.2.6 Campaigning shall last until the end of voting.
- 3.2.7 Voting shall take place over a two-day period.
- 3.2.8 The end of voting shall fall no later than 10 days after the commencement of campaigning.
- 3.2.9 The entire election cycle should last no longer than 24 days including weekends and bank holidays. This includes:
 - 7 days for nominations
 - 7 days for preparation of election materials
 - 10 days for campaigning and voting
- 3.2.10 In exceptional circumstances the Chief Returning Officer, with consent from the Board of Trustees, may alter the timings of the election process.
- 3.3 By-Elections
 - 3.3.1 In addition to the main annual Election, there shall be a By-Election to be held during the autumn academic semester for the election of faculty representatives and any vacant positions.
- 3.4 Hustings
 - 3.4.1 Hustings shall be held for the annual and By-elections, which shall be organised at a convenient time by the Chief Returning Officer.
- 3.5 Voting
 - 3.5.1 The Chief Returning Officer shall be responsible for determining the mechanism of the vote.
 - 3.5.2 Voting shall be allowed through the online facilities of the KPA website.
 - 3.5.3 The option to vote to Re-open Nominations must always be available.
 - 3.5.4 The vote will be decided by a method of Single Transferable Vote.
 - 3.5.5 Only full members are entitled to vote.
 - 3.5.6 Each full member may only vote once.

- 3.5.7 Late votes shall not be accepted.
 - 3.5.8 Voting by proxy shall not be allowed.
 - 3.5.9 The count may be witnessed by all candidates, or their nominee, however there is a duty on the Returning Officer to preserve the anonymity of all voters.
 - 3.5.10 The Returning Officer may declare with valid reason any vote spoilt.
 - 3.5.11 After voting has taken place, the Chief Returning Officer shall be responsible for the counting of all votes and informing the President of the result.
 - 3.5.12 The results of the election shall be announced or posted by the President as soon as possible.
- 3.6 Publicity and Campaign Materials
- 3.6.1 Publicity and the collection of nominations shall fall to the Chief Returning Officer.
 - 3.6.2 The Chief Returning Officer shall decide the rules of campaigning prior to the opening of nominations.
 - 3.6.3 The Chief Returning Officer shall state at the opening of nominations the amount and type of publicity material allowed.
 - 3.6.4 Candidates will be disqualified if unauthorised material pertaining to the election of that candidate is produced.
 - 3.6.5 Candidates must submit a manifesto to the Chief Returning Officer who will ensure a copy is displayed.
- 3.7 Re-opening Nominations
- 3.7.1 If no nominations are received for a specific post, then nominations must immediately be re-opened after voting on all the other posts has ceased. This shall be advertised when election results are announced.
 - 3.7.2 Nominations shall remain open for two weeks.
 - 3.7.3 At the end of the two weeks nominations shall close and the names of nominees shall be advertised to the membership.
 - 3.7.4 The membership shall then have two days after receipt of the e-mail notification to cast an E-vote in the usual manner.

3.7.5 After the two days has been elapsed, the result shall be advertised to the membership,

3.8 Co-option

3.8.1 If after a period of two successive election cycles a position on the Executive Committee remains vacant it may be filled through co-option.

3.8.2 This shall be carried out through a simple majority vote of the Appointments Committee subject to ratification by a two-thirds majority of a quorate General Meeting,

3.9 Appeals

3.9.1 Appeals must be made to the President in writing within 48hours of the results being announced.

3.9.2 An appeals committee shall be convened consisting of three Trustees, chaired by the President, and not including any returning officers.

3.9.3 Appeals will only be considered due to:

- a) An error in the electoral procedures.
- b) If a candidate can substantiate proof that there was bias in the actions of a returning officer.
- c) If a candidate can substantiate proof that a successful candidate had broken the election regulations and procedures.

3.9.4 The Appeals Committee may choose one of the following decisions for each election taking place:

- a) That the results of the election stand.
- b) That the election be declared void and a by-election immediately be set under way.
- c) That one or more of the candidates be disqualified and a re-count held with all votes for the disqualified candidate(s) being transferred to the other candidates.
- d) That the result of the election stands while a recount is undertaken, and if, in the view of the Committee, there is significant difference between the counts then a further recount or an alteration to the result of the election shall be made.

3.10 Term of Office

3.10.1 Officer Trustees would ordinarily be expected to begin their term on July 1st, with a handover period for the President and Vice-President beginning on June 1st

3.11 Election procedures

3.11.1 A member of University staff shall oversee the elections as required by the Education Act 1994.

3.11.2 The Chief Returning Officer shall circulate a copy of the elections procedures to the membership when nominations are opened.

Section 4: Membership

4.1 Member Types

4.1.1 Full Membership

- a) Full Membership is only available to postgraduate students, both full time and part-time, currently registered at Keele University and Trustees of the Association.

4.1.2 Associate Membership

- a) Associate Membership should only be extended to: non-students with a job within the University (i.e. University staff), any student who was aged 21 or over when they began their degree (at any level), Keele alumni over the age of 21, non-student campus residents over the age of 21, former University staff over the age of 21.
- b) Associate Membership is bestowed by the Trustees. Trustees should demonstrate discretion when receiving applications for Associate Membership.
- c) Associate members do not have the right to vote on any matter.
- d) Associate members must pay an annual charge, set by the Trustees.

4.1.3 Honorary Membership

- a) Honorary Membership is bestowed upon persons who have contributed greatly to the Association and its aims.

- b) Honorary Membership is bestowed by the Appointments Committee in adherence with Standing Order and Procedure 2.2.1.b.
 - c) Honorary Membership is granted indefinitely but not in perpetuity.
 - d) Honorary members have the same rights and privileges as Associate Members.
 - e) Honorary members are not required to pay fees.
- 4.2 Membership of the Association can be withdrawn by a resolution of the Trustees on the grounds that continued membership of the Member is likely to be harmful to the interests of the Association.
- 4.3 Membership of the Association can be temporarily suspended by the President until the proceedings of Standing Order and Procedure 4.2 are complete.
- 4.4 On-duty members of staff, Association Officers and Trustees may request that non-members leave the premises on the grounds of non-membership.

Section 5: General Meetings

- 5.1 Convening a meeting
- 5.1.1 All Members are entitled to attend Association General Meetings.
 - 5.1.2 Non-Members may attend at the discretion of the Chair.
 - 5.1.3 Full Members may exclude Associate, Honorary and Non-Members when the matter does not concern their rights and privileges.
 - 5.1.4 All General Meetings shall be convened by the Association Secretary.
 - 5.1.5 The Association Secretary shall circulate to the Membership at least seven days before a proposed meeting announcing the time and place of the proposed meeting and a provisional agenda. S/he shall circulate a full agenda at least three days before the General Meeting.
 - 5.1.6 The timing of an Extraordinary General Meeting is to be agreed with the Association Secretary, but within two weeks of the request being made. The Association Secretary must circulate at least 24 hours before the meeting the details including the specific motions and the names of the proposers.

5.2 Speaking

- 5.2.1 Full Members may speak at General Meetings.
- 5.2.2 Associate and Honorary Members may speak with the permission of the Chair except that Full Members may overrule the Chairs recognition of Associate and Honorary Members when the matter does not concern their rights and privileges.
- 5.2.3 Non-Members may speak with the permission of the Chair except that Full, Associate and Honorary Members may overrule the Chairs recognition of Non-Members.

5.3 Voting

- 5.3.1 Only Full Members may vote at a General Meeting. Each full member shall exercise one vote.
- 5.3.2 All Trustees, constituted by Article 13.6 and Standing Order and Procedure 4.1 are Full Members, an Association Officers may vote, with the exception of the Chair. In the event of a tie the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.
- 5.3.3 A simple majority of voting members will decide the matter except amendments to the Constitution and censure motions which shall require a two-thirds majority.
- 5.3.4 A decision will become operative and binding from time of passing unless otherwise stated in the motion.
- 5.3.5 Motions passed shall become Standing Policy and last for a duration of one year, unless put forward as Permanent Policy in which case the duration is three years. All current Policy shall be held together in a Policy Document which will be updated regularly by the Association Secretary. Amendments to the Standing Orders and Procedures must be reported to the University.
- 5.3.6 Voting on motions put forward at a general meeting shall be by show of hands or acclamation unless a motion in favour of a ballot is proposed, seconded, and carried.
- 5.3.7 No votes shall be recorded on behalf of a member not present.
- 5.3.8 Tellers shall be appointed by the Chair when a vote is taken.
- 5.3.9 The doors shall be closed and remain closed when a vote is taken and as soon as a challenge had been made to quorum.

5.3.10 A recount shall be taken at the discretion of the Chair before the result is announced. Two additional tellers shall be appointed to assist those already appointed. Further recounts after the announcement of the result of the vote may only be granted following the request of two-thirds majority of those present and voting.

5.4 Order of business

5.4.1 Business of a General Meeting shall ordinarily be conducted in the following order:

1. Apologies
2. Minutes of last meeting
3. Matters arising from minutes
4. Officers Reports
5. Trustees Reports
6. Question time
7. Items for discussion
8. Motions
9. Any other Business

5.4.2 This order may be amended at the discretion of the Chair if in the interests of the Association.

5.5 Motions

5.5.1 Motions shall be received at least four days prior to the meeting.

5.5.2 Amendments to motions to be put in as separate motions.

5.5.3 All reports shall be presented by a representative body reporting back to the meeting.

5.5.4 Questions will be taken over the report. The House shall then vote on the acceptance of the report.

5.5.5 Every motion shall be proposed and seconded. It shall therefore be open to discussion and may be withdrawn only with the consent of the meeting.

5.5.6 The proposer of the any motion shall have the right of reply immediately before a vote is taken.

5.5.7 There shall be no new information or points of information in a summing up.

5.5.8 In the absence of any discussion the Chair shall ask if there are any further speeches. If not s/he will put the motion to the vote.

5.5.9 Emergency motions shall be moved, if and only if, their subject matter is concerned with events occurring after the final date for the submission of motions, unless the subject matter is of such urgency that the conduct of the business of the Association will be impaired by the delay of the discussion until the next General Meeting.

5.5.10 The following procedural motions may be put:

Group A

- i. A challenge to the Chair's ruling
- ii. A vote of no confidence in the Chair

Group B

- i. That the motion now be put
- ii. That the motion not be put.

Group C

- i. That the house be temporarily adjourned for a specific period
- ii. That the house be adjourned
- iii. That the motion be referred back for investigation or re-examination
- iv. That the motion be remitted to an Association Committee
- v. That the matter lie on the table
- vi. That the meeting be closed
- vii. That those who are not full members be excluded.

5.5.11 Motions in Group B may be put while those under Group C are before the House, in which case they may well be given preference. Procedural Motion B(i) takes preference over B(ii) and may be put while B(ii) is before the House. Those under Group A take precedence over all other Procedural Motions.

5.5.12 Group A Motions may be taken at any time; it needs only a proposer: automatically a temporary Chair is appointed. The proposer of the motion may then speak, and the challenged Chair has the right to reply, after which the vote is taken. When the Procedural motion Aii is carried, then the chair shall be held by the temporary Chair for the remainder of the meeting. Group B motions shall be at the discretion of the Chair, subject to Ai there shall be only one proposition speech and one against, then a vote. Group C Motion (i) shall not last for more than fifteen minutes. The meeting will continue for at least two hours after the end of an adjournment under the Procedural Motion C(i) before a further adjournment may be proposed. Procedural Motion C(ii) that the House be adjourned and reconvened for outstanding business at a time to be announced within 24 hours of the adjournment. These motions, together with remaining motions of this class shall have a proposer and a seconder, after which the meeting will move to a discussion and a vote. Procedural Motions may not be put as points of information or while the House is voting.

- 5.5.13 Only one amendment to any motion shall be before the House at any one time.
- 5.5.14 Negation amendments shall be ruled out of order.
- 5.5.15 Any amendment that is proposed and seconded shall be accepted by the Chair. The proposer shall state whether their amendment is intended to be Drafting or Substantive. Final interpretation as to the nature of the amendment shall rest with the Chair.
- 5.5.16 A Drafting amendment is to be interpreted as one which changes the wording of the motion but not the sense. An amendment that changes the sense of the motion shall be deemed a Substantive amendment.
- 5.5.17 If the Chair deems the amendment to be a Drafting amendment it shall be put to the proposer of the original motion. If accepted by them, there shall be no further discussion on the matter and discussion shall revert to the original motion as amended. If not accepted by them, it shall be put straight to a vote. If passed by a simple majority, the motion as amended shall belong to the proposer of the Substantive amendment who shall have the right of reply.

Section 6: Records

- 6.1 The Trustees shall keep minutes of:
- 6.1.1 All proceedings at General Meetings of the Association and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting.
- 6.1.2 All resolutions of the Members and of the Trustees, and of committees of Trustees.
- 6.2 The minutes referred to in Section 6.1 of the Standing Orders and Procedures shall normally be considered open and shall be available to the Members, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall be kept in the Association's offices.
- 6.3 The Trustees shall comply with the requirements of the Education Act 1994 and the Charities Act 2011 as to keeping financial records, the audit or examinations of accounts.

- 6.4 The Members of the Association have the right to ask the Trustees questions in writing about the content of any documents subject to Section 6.2 of the Standing Orders and Procedures.

Section 7: University Committees

7.1 Representation

- 7.1.1 The Association is the recognised channel of communication between Postgraduate students and the University authorities, and as such is the voice of Postgraduate students on the University Committees on which Association officers are invited to sit.
- 7.1.2 Attendance at these Committees is to be divided between officers of the association as indicated below.
- 7.1.3 If an officer is unable to attend a meeting, subject to the rules and provisions of the committee in question and University Regulation 17, the ordinarily appointed attendee may nominate another officer to attend the meeting on their behalf.
- 7.1.4 Responsibility for each of the University Committees' minutes, agendas and the dissemination of relevant information to the membership falls to the attending representative with the help of the Association Secretary, and subject to not breaking any Confidentiality of University Committee information or decisions thereof.

7.2 Committees

- 7.2.1 The KPA has a position on the following University Committees and appropriate officers will attend:

- a)
- b) University Council (President only)
- c) University Senate: (President and Vice President only)
- d) University Student Liaison Committee
- e) University Learning and Teaching Committee
- f) Research Committee
- g) Research Ethics Committee
- h) Postgraduate Student Executive Liaison Committee
- i) Student Liaison Committees
- j) Occupational Health and Safety Committee
- k) Library Advisory Groups
- l) Faculty Learning and Teaching Committees

7.3 Other Committees and Positions

- 7.3.1 Where the KPA is asked to give representation, is asked to attend a committee, sub- committee, working group, focus group or invited onto its membership, ordinarily the President should be the first representative to attend and thereafter if he or she feels it is more appropriate to send another officer, he or she should nominate such a person.
- 7.3.2 Postgraduate Taught Faculty Representatives should make reasonable efforts to attend meetings of School Staff/Student Liaison Committees relevant to their portfolio.

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