

# University of St Andrews Students' Association Constitution

June 2023

The Students' Association of the University of St Andrews was formed in April 1983 by the amalgamation of two organisations:

### **1. The Students' Representative Council**

The Students' Representative Council of the University of St Andrews was instituted in January 1885.

Under the Universities (Scotland) Act 1889, the Commissioners thereby appointed were authorised to make Ordinances, inter alia (Section 14(12)), "to lay down regulations for the constitution and functions of a Students' Representative Council in each university, and to frame regulations under which that Council shall be entitled to make representations to the University Court."

The University Commissioners, in pursuance of these powers, made an Ordinance No. 60 (General No. 22 – Regulations for the Students' Representative Council), which was approved by Her Late Majesty Queen Victoria in Council on 29<sup>th</sup> June 1895, and came into force after that date. This Ordinance provides:

1. The Students' Representative Council in each university shall submit to the University Court for approval the regulations under which it has been formed or now exists, and those regulations as approved, or with such alterations as may from time to time be approved by the University Court, shall form the Constitution of the Students' Representative Council, and shall, subject to the provisions of this Ordinance, determine the functions thereof and the mode of election thereto.
2. After the University Court has approved a Constitution of a Students' Representative Council in any university, alterations in the said Constitution shall be of no effect unless and until they receive the approval of the University Court.
3. The Students' Representative Council shall be entitled to petition the Senatus Academicus with regard to any matter affecting the teaching and discipline of the University, and the Senatus Academicus shall dispose of the matter of the petition, or shall, if so prayed, forward any such petition to the University Court with such observations as it may think fit to make thereon.
4. The Students' Representative Council shall be entitled to petition the University Court with regard to any matter affecting the students other than those falling under the immediately preceding subsection.
5. Nothing contained in this section shall be held to prejudice any right of appeal, which may be competent under Section 6, Subsection 2 of the said Act (i.e. the Universities (Scotland) Act, 1889), nor the powers and jurisdiction of the Senatus Academicus with regard to the teaching and discipline of the university.

### **2. The Students' Union**

The Students' Union of the University of St Andrews was founded in 1892. The Women's Union was founded in 1904 and subsequently amalgamated with the Students' Union in 1963. In 1973, the Union moved to its present premises in St Mary's Place, held by the University Court as proprietors in trust.

The Union was established for the provision and maintenance of means of recreation and of such social and academic intercourse and of such services as were from time to time deemed appropriate and beneficial to its members.

# CONSTITUTION

## 1. Organisation

The organisation formed by the amalgamation of the University of St Andrews Students' Representative Council, hereinafter referred to as "the SRC", and the Students' Union, hereinafter referred to as "the Union", shall be known as the "University of St Andrews Students' Association", hereinafter referred to as "the Association". The Students' Representative Council and the Union Management Committee (also known as the "Union Council") shall remain in existence as constituent parts of the Association, with the Students' Association Board having overall responsibility for both.

## 2. Objects

The objects of the Association are founded on those of the SRC and the Union and shall be:

1. To promote the interests and coordinate the activities of the SRC, whose activities are to include, but not be limited to:
  - i. Providing services supporting the health and wellbeing of all members.
  - ii. Providing its members with educational resources about issues relevant to them.
  - iii. Making such representations on behalf of its members as are deemed appropriate to the University Court, the Senatus Academicus, the Principal of the University or any other appropriate individuals or organisations.
2. To promote and develop the activities and goals of all of its affiliated clubs and societies, whose individual aims are to enhance education, culture, the arts or other recreational activities.
3. To initiate projects aimed for the benefit of its members' educational, cultural and social development.
4. To promote and maintain good relations between its members, the local community, and the wider world.
5. To support registered charities, nominated by members of the Association, through its Charities Campaign.

6. To provide its members with recreational facilities and other services which meet their needs.

### **3. Assets**

The assets of the Association will only be used in furtherance of the objects set out in section 2.

### **4. Membership**

1. All matriculated students with the exception of those students who have exercised their right under the 1994 Education Act not to be members shall be Ordinary Members of the Association and shall have full voting rights in all matters.
2. There shall also be Life Members, Honorary Members, Honorary Life Members, Reciprocal Members, Associate Members and Temporary Members of the Association as prescribed in the Laws of the Association (hereinafter referred to as “the Laws”). Such members shall not have voting rights.
3. Details of membership categories and conditions of membership shall be set out in the Laws.
4. The minimum number of Ordinary Members shall be 25.

### **5. Student Officers**

1. The student officers of the Association shall be elected annually for a one-year term of office by the Ordinary Members from amongst the Ordinary Membership. The election process, the number, titles and terms of reference of the student officers shall be set out in the Laws.
2. In particular, there shall be Sabbatical Officers, each of whom shall be remunerated by the Association, and whose responsibilities shall include the coordination of all student activities within the Association.
3. The Association President and Director of Education are designated by the Board as the two nominees of the Students' Association to serve as members of the University Court, under the requirements of the Higher Education Governance (Scotland) Act 2016.

## **6. Students' Association Board (SAB)**

1. There shall be a Students' Association Board (hereafter "SAB") whose sole member shall be the Corporate Trustee. The Corporate Trustee, University of St Andrews Students' Association (Trustees) Limited, is a company incorporated under the Companies Acts with Company Number SC751992 and having its registered office at St Mary's Place, St Andrews, Fife KY16 9UZ is a Company Limited by Guarantee. The voting membership of the Corporate Trustee shall be such as to ensure a student majority and the Directors of the Corporate Trustee shall comprise the Association Sabbatical Officers, two elected non-sabbatical student members, two appointees of the University Court approved by the Board, and as many external members as shall not prejudice the student majority. The external members shall include the Chair of the SAB.

2. For the purposes of the Charities and Trustee Investment (Scotland) Act 2005, the Charity Trustee of the Association shall be the Corporate Trustee. The Corporate Trustee shall carry out its duties and responsibilities as a Charity Trustee through its Board of Directors.

3. Individuals appointed and/or elected as members of the SAB under this Constitution shall, in that capacity, be treated as having been appointed as Directors of the Corporate Trustee and shall exercise their duties and responsibilities of general control and management of the administration of the Association through the Corporate Trustee structure.

4. In the event that the Corporate Trustee Articles of Association conflict with the Association Constitution, the Association Constitution shall take precedence.

5. The Association shall meet the Corporate Trustee's reasonable set up and running costs including, but not limited to, incorporation, insurance, annual returns, accounts and independent examination/audit.

6. The appointees of University Court on the SAB shall serve for a three-year term, which may be renewed up to a maximum of three terms.

7. Each external member of the SAB shall be nominated by the SAB Nominations Committee and elected by the SAB for a three-year term, which may be renewable up to a maximum of three terms.

8. The Chair of the SAB shall be appointed by the SAB to fill a three year term as Chair. The Chair must be an external member, i.e. not a student or University Court appointee. The appointment may be made from among

existing external members or by a selection process approved by SAB as with other external appointments. In the case that the Chair is an existing external member, their first term as Chair shall be for the remainder of their existing three year term rather than for a full three year term. If reappointed they shall serve a full three year term. As with other external members, the Chair of SAB may serve a maximum of three terms in total.

The specific duties of the Chair shall be as defined by SAB and this role description shall be reviewed on a regular basis.

9. In the absence of the Chair from any meeting of the SAB, the meeting shall be chaired by a person elected from the non-student members present.
10. Casual vacancies on the SAB shall be filled in the manner in which the post was originally filled and for the unexpired period of the term of office.
11. Each member of the SAB must act at all times in the interests of the Association and with due care and diligence, ensuring that the activities of the Association are consistent with its objects and that all relevant legislative and regulatory requirements are observed.
12. A member of the SAB who has a personal interest in any transaction or other arrangement into which the Association is proposing to enter must declare that interest. That person will recuse themselves from voting on any question relating to that interest which comes before the SAB.
13. When a conflict of interest arises between the Association and the University, the members who are appointees of the University Court should act as Trustees of the Association or if unable to do so should recuse themselves.
14. The SAB shall have the power to:
  - i. carry out any activities that further any of the objects, including anything that may be incidental or conducive to the furtherance of any of the Association's objects;
  - ii. purchase, take on lease, hire, or otherwise acquire property or rights which are suitable for the Association's activities;
  - iii. improve, manage, develop or otherwise deal with, all or part of the property and rights of the Association;
  - iv. as appropriate, sell, let, hire out, license, or otherwise dispose of, all or part of the property and rights of the Association;

- v. borrow money, and to give security in support of any such borrowings by the Association;
  - vi. employ such staff as, in its opinion, shall be required to best achieve its objects, and ensure the proper conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for current and former members of staff;
  - vii. effect insurance of all kinds;
  - viii. invest any funds which are not immediately required for the Association's activities in such a way as may be considered appropriate;
  - ix. take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities;
  - x. accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
  - xi. engage consultants and advisers as considered appropriate;
  - xii. authorise any Officers or employees of the Association to undertake any of the above on its behalf.
- 14 Specific areas for which the Board is responsible include:
- i. compliance with all relevant legislation and regulation;
  - ii. oversight of employment issues within the Association;
  - iii. authorisation of capital and contractual transactions;
  - iv. provision of advice to the Association on administrative and financial matters;
  - v. approval of the Association's annual financial statements;
  - vi. appointment of auditors and bankers;
  - vii. approval of amendments to the Laws;
  - viii. approval of amendments to the Constitution;
  - ix. appointment of a person to conduct all necessary business with the licensing authorities and to be the Association's licensee.

15. The SAB shall be responsible for ensuring that the University Court is kept appropriately advised in respect of all those matters for which it has statutory responsibility and of other such matters as may from time to time be judged appropriate.
16. The procedure as regards SAB meetings and the creation of SAB committees shall be as follows:
  - i. The SAB shall meet at least twice a semester and at other times as necessary.
  - ii. For a meeting of the SAB to be quorate, there must be a majority of members present, and there must also be a student majority.
  - iii. The SAB shall establish such committees as it may deem appropriate to assist it in the discharge of its duties: the membership and terms of reference of each committee shall be agreed by the SAB, and set forth in the Laws. There shall only be a valid vote in such committees if there is a student majority present, failing which the vote shall require ratification by the SAB at its next ordinary meeting.
  - iv. The SAB will establish an emergency committee to take such decisions (subject to ratification at the next following ordinary meeting of the SAB) as may be necessary during University vacation periods and may also establish such working parties and *ad hoc* committees as it judges necessary.

## **7. Appeals & Complaints**

1. Any Ordinary Member who is dissatisfied with his or her dealings with the Association, or any group of Members dissatisfied with their collective dealings with the Association, shall utilise the appeals and complaints procedure set forth in the Laws and, only after exhausting such procedures, shall have the right to appeal or complain to the University.
2. In such circumstances, the SAB shall accept the outcome of any review carried out by an independent and objective arbitrator appointed by the University, and, if the appeal or complaint is upheld, shall adopt and implement any recommendations for an effective remedy.

## **8. The Laws of the Association**

1. The activities of the Association shall be regulated by the Laws.
2. Under the overall authority of the SAB, the Association's activities shall be managed by such elected officers, committees and sub-committees as are appropriate to meet the needs of its members and its statutory requirements. The membership and terms of reference of such officers, committees and sub-committees shall be defined in the Laws.
3. The Laws do not form part of the Constitution.
4. Amendments to the Laws shall take effect only if agreed by the SAB.
5. Amendments to the Laws may be submitted to the SAB by:
  - i. the SAB;
  - ii. the Association Councils or Executive committee.

## **9. Amendments to the Constitution**

1. Amendments to the Constitution shall take effect only if agreed by the SAB.
2. Amendments to the Constitution may be submitted to the SAB by any of the Directors of the Corporate Trustee.
3. Proposed changes will be sent to the University Court for comment and ratification.
4. In the case of an irreconcilable difference between the SAB and the University Court, the SAB will have ultimate authority over, and primary responsibility for, the governance of the Association.
5. Amendments to the Constitution will be made in consultation with the local Sheriff Clerk's office (as required by the relevant Licensing Acts).

## **10. Dissolution**

1. The Association may only be dissolved if the SAB deem it necessary and expedient.
2. Before deciding to dissolve the Association, the SAB will determine how the surplus assets shall subsequently be disposed, but those assets must be donated to a charity or organisation sharing some or all of the objects of the Association.

3. These decisions will be subject to ratification by the Ordinary Members in a referendum; a majority of those exercising their vote in the referendum must be in favour of the proposals.