

# University Ordinances

**As at 9 October 2014**

## **Preface**

Following approval of the revised Charter and Statutes in 2008, there has been a review of Ordinances. A mapping of the former Charter, Statutes and Ordinances took place in order to ensure that either:

- i) relevant matters are now contained within the Charter and Statutes;
- ii) relevant matters are now dealt with through draft, revised Ordinances; or,
- iii) there is no longer a need for the Ordinances.

The organising principles for the Ordinances are as follows:

- A – Governance
- B – Official Positions (non- management)
- C – Management
- D – Finance
- E – Other Matters

Please note that the Ordinances constitute internal legislation and are approved by Council. Subsequent amendments, additions or deletions will also be approved by Council. The term Regulations is used in the context of broadly academic matters, falling within the purview of Senate and accordingly, approval of Regulations will be sought through Senate.

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## **1. ORDINANCE FOR GOVERNANCE**

1. The University Council and Senate and Sub-Committees of these bodies will at all times endeavour to operate in accordance with the highest standards of corporate governance. The responsibility of Council members for discharging the responsibilities of Council is set out in the Statutes and their personal responsibilities are set out in a Code of Conduct.\* The duties of Senate members are set out in the Ordinance for the Senate.
2. Through its governance framework, the University recognises the distinction between management and governance. Management is the process of directing and controlling an entity for the purpose of co-ordinating and harmonizing the organisation towards accomplishing a goal, deploying and directing human, financial, technological and natural resources to that end. Governance describes the processes of decision making which grant authority (e.g. institutional strategy and policy), define expectations and verify performance (e.g. through pro-active monitoring).
3. Council is the supreme governing body of the University and as such responsible for ensuring that policies, processes and procedures are in place which allow for the effective operation of the University. Senate is the academic authority of the University, with responsibility for monitoring the academic quality and standards of the University. Council delegates to Senate functions relating to the planning, co-ordination, development and supervision of the academic work of the University. As instruments of governance, Council and Senate will review their effectiveness on a regular basis and Council will review overall institutional performance. In carrying out these activities, measures will be taken to ensure that Council and Senate have cognisance of relevant and appropriate data and guidance.

## 2. ORDINANCE FOR COUNCIL AND COUNCIL COMMITTEES

1. The Council is responsible for the conduct and activities of the University and exercise of the University's powers. The constitution and detailed functions of Council are set out in the Statutes (Sections 4 and 5), along with the responsibilities of Council members. The responsibilities and duties of Council members are set out in more detail in a Code of Conduct for Members and Senior Officers. The Code advised Members of their responsibility to observe the highest standards of Corporate Governance. In particular, Council members are expected to observe the Seven Principles of Public Life, published by the Committee on Standards in Public Life\*, namely; selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. Council shall determine the process of appointment to Council to ensure the composition of Council as stipulated in the Statutes (Section 4).
3. In accordance with Section 3.3 of the Statutes, any Acting Vice-Chancellor appointed by Council (in the event of inability through illness or any other cause to perform his or her duties for a period likely to exceed three months) shall fill the position reserved for the Vice-Chancellor on Council as set out in Section 4.3.1 of Statutes.
4. As specified in the Statutes (Section 7.1), committees of Council shall have responsibility for audit, remuneration and nominations. Other Standing, Special and Advisory Committees, Sub-Committees or Boards may be established from time to time with constitutions and terms of reference determined by Council.
5. The Audit Committee shall be responsible to Council for adequate and effective risk management, control and governance (including ensuring the probity of the financial statements) and for the economy, efficiency and effectiveness of the institution's activity.
6. The constitution of Audit Committee is as follows:

Ex officio

Deputy Chair of Council

Appointed

Independent members of Council <sup>1</sup> (other than the Chair of Council)	5
Co-opted members	2

7. The terms of reference of Audit Committee are as follows:
  - i) To keep under review the effectiveness of the risk management, control and governance arrangements and provide an opinion on the adequacy and effectiveness of these arrangements in an annual report to Council and the Vice-Chancellor
  - ii) To advise the Council on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.

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<sup>1</sup> The Chair of the committee shall be appointed from the five independent members of Council

\* The Committee on Standards in Public Life is an independent public body which advises government on ethical standards across the whole of public life in the UK.

- iii) To discuss if necessary with the external auditors, before the audit begins, the nature and scope of the audit.
- iv) To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
- v) To consider and advise the Council on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.
- vi) To review the internal auditors' audit risk assessment and strategy; to consider major findings of internal audit investigations and management's response; and to promote co-ordination between the internal and external auditors. The committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the Council as appropriate).
- vii) To review the external auditors' management letter, the internal auditors' annual report, and management responses.
- viii) To monitor the implementation of agreed audit-based recommendations, from whatever source.
- ix) To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE accounting officer, have been informed.
- x) To oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
- xi) To satisfy itself that suitable arrangements are in place to promote economy, efficiency and effectiveness and provide an opinion on the adequacy and effectiveness of these arrangements in an annual report to Council and the Vice-Chancellor.
- xii) To satisfy itself that suitable arrangements are in place for the management and quality assurance of data submitted to funding bodies and provide an opinion on the adequacy and effectiveness of these arrangements in an annual report to Council and the Vice-Chancellor.
- xiii) To satisfy itself that suitable arrangements are in place for the management of health and safety, including consideration of relevant reports prepared by management and recommendation of adoption of such reports by Council.
- xiv) To receive any relevant reports from the National Audit Office, HEFCE and other organisations.
- xv) To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to the Council concerning their reappointment, where appropriate.
- xvi) To consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with HEFCE's Accounts Directions.

- xvii) In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
  - xviii) To have regard to the schedule and outcome of academic reviews and audits conducted under the auspices of the Senate, with a view to avoiding duplication of effort in determining the schedule of business audits
  - xix) To recommend to Council the establishment, terms of reference and composition of any time or task-limited working groups deemed necessary to develop, advance or review the Committee's business.
8. The Nominations and Governance Committee shall advise Council on its membership and representation on other internal and external bodies and the operation and effectiveness of corporate governance arrangements. In conjunction with appointed members of Senate, the Committee shall recommend to Council the nomination of individuals for the award of honorary degrees.
9. The constitution of Nominations and Governance Committee is as follows:
- Exofficio
- Chair of Council
  - Deputy Chair of Council
  - Vice-Chancellor
- Appointed
- |  |   |
|--|---|
| Independent members of Council   | 4 |
| Internal member of Council   | 1 |
| Co-opted members   | 2 |
| [Members of Senate <i>for consideration of honorary degree candidates only</i> | 4 |
10. The terms of reference of Nominations and Governance Committee are as follows:
- i. To advise Council on the operation and effective discharge of the University scheme for corporate governance and the appropriate delegation of Council's authority.
  - ii. To advise Council on proposed changes to the University's Charter and Statutes
  - iii. To make recommendations to Council in respect of the process for the appointment of a Vice-Chancellor or Acting Vice-Chancellor in accordance with Statute 3
  - iv. To make recommendations to Council in respect of the appointment of
    - a) a Chancellor
    - b) Independent Members of Council in accordance with Statute 4
    - c) Internal Members of Council other than those elected or appointed by methods prescribed in Statute 4.3
  - v. To review and monitor the membership needs of the Council and its standing committees and to solicit, receive and review names of potential members
  - vi. To advise Council on the appointment of Council representatives on other bodies.
  - vii. To advise Council on the establishment, terms of reference, composition, membership and disestablishment of its standing committees and their standing sub-committees.
  - viii. To monitor and report to Council on the effective operation of the Council's standing committees and their sub-committees and time or task-limited working groups.

- ix. To recommend to Council the nomination of individuals for the award of honorary degrees<sup>2</sup>
  - x. To recommend to Council the establishment, terms of reference and composition of any time or task-limited working groups deemed necessary to develop, advance or review the Committee's business.
11. The Remuneration Committee shall determine the remuneration of senior staff of the University.
12. The constitution of Remuneration Committee is as follows:

Ex officio

Chair of Council

Vice-Chancellor

Appointed

Independent members of Council

3

13. The terms of reference of Remuneration Committee are as follows:
- i) To receive and review comparative information on salaries, other emoluments, conditions of service and general pay trends in the higher education sector where relevant.
  - ii) To determine on behalf of Council the salary, other remuneration (including performance reward payments), performance criteria and conditions of service of the following positions;
    - a. Vice-Chancellor
    - b. Deputy Vice-Chancellor
    - c. Registrar
    - d. Pro Vice-Chancellors
    - e. Director of Finance
    - f. Director of Human Resources
  - iii) Exceptionally, the Committee may determine the remuneration of other senior managers and staff as appropriate.
  - iv) To approve the design of, and determine targets for, any performance/merit related pay arrangements operated by the University and approve the total payments made under such schemes.
  - v) To ensure that all provisions regarding the disclosure of remuneration, including pensions, are fulfilled.
  - vi) To determine a material financial settlement for i) the Vice-Chancellor and ii) where settlements are outside of normal policy, any member of staff listed in ii) above, in the event of individuals specified in ii) and iii) above leaving the employment of the institution in circumstances where that is deemed appropriate.
  - vii) In respect of Professorial staff and any individual on the management scale the Committee will: (i) receive and review comparative information on salaries, other emoluments and conditions of service in the higher education sector and review decisions made by the Vice-Chancellor in that context; and (ii) approve the overall reward policy.

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<sup>2</sup> Four members of Senate appointed by its Academic Audit and Governance Committee shall join the Committee solely for consideration of honorary degree nominations.

- viii) To set the terms of reference for any remuneration consultants who advise the Committee.
  - ix) To deal with other relevant remuneration matters referred to it by the Council.
  - x) To recommend to Council the establishment, terms of reference and composition of any time or task-limited working groups deemed necessary to develop, advance or review the Committee's business.
  - xi) To review the Terms of Reference as required but normally no less than once every three years.
  - xii) To publish its Terms of Reference on the University's website.
14. Standing Orders for Council, Senate and Committees of these bodies are attached as Appendix A; this includes the manner of reconvening adjourned meetings and the period of notice to be given.

### **3. ORDINANCE FOR LEAD MEMBERS**

1. To assist Council in fulfilling its responsibility for the review and monitoring of the management of the University and its performance, Council shall appoint independent members to act as Lead Members for specific business areas. Lead Members shall report back to Council on a periodic basis, allowing Council members appropriate scrutiny of relevant operational and strategic issues.
2. The appointment, detailed terms of reference and period of office of Lead Members shall be determined by the Council.
3. Lead Members have responsibility for working with management leads in specific areas of business. Lead Members have general responsibility for:
  - ensuring that processes are in place to assure themselves that the business area assigned to them is well managed;
  - that decisions are evidence based;
  - that decisions are arrived at after due process and include effective risk management;
  - that decisions made are aligned to institutional and local strategy.

#### **4. ORDINANCE FOR THE SENATE**

1. The University's Charter and Statutes establish the Senate as the academic authority of the University. It shall be responsible for maintaining the academic quality and standards of the University and for such of the Council's functions relating to the planning, co-ordination, development and supervision of the academic work of the University, or other functions, as the Council decides to delegate (see Section 9 and 15 of the Charter; Section 8.1 and 8.2 of the Statutes).
2. The primary duty of the Senate shall be to oversee the academic quality and standards of the University and to ensure that its academic activities, including mutually beneficial collaborations, flourish, develop and are enterprising in all aspects. The Senate shall have an important role in assuring the academic standards of its awards and the high quality of learning opportunities provided to students.
3. The Senate shall sustain the University's distinctive integration of learning and teaching, research and innovation and academic enterprise.
4. The terms of reference of the Senate shall be:
  - i) To assure the quality of learning opportunities, academic practice and the student experience and promote their enhancement
  - ii) To develop and promote research and innovation.
  - iii) To authorise academic regulations, policies and procedures.
  - iv) To regulate the admission, assessment and academic conduct of students and the award or withdrawal of credit and qualifications and related academic decisions.
  - v) To oversee the approval, review and withdrawal of award and credit bearing provision and related collaborative partnerships.
  - vi) To oversee audits of the operation of academic regulations, policies and procedures.
  - vii) To oversee the effectiveness of academic activities and entities and the University's academic governance.
  - viii) To advise the Executive on the academic merits of the establishment and disestablishment of academic units of organisation
  - ix) To advise Council and the Vice Chancellor on any matter under the terms of Clause 9c of the Charter.
  - x) To establish committees and working groups necessary for the effective execution of Senate responsibilities.
5. The membership of the Senate shall comprise a maximum of twenty eight members (fourteen ex-officio, twelve staff and two student members).
6. The following postholders shall be ex officio members of the Senate:
  - the Vice Chancellor, who shall chair the Senate
  - the Deputy Chair of the Senate appointed by the Council
  - the Deputy Vice-Chancellor
  - Pro Vice Chancellors (3)
  - the Dean of Students
  - Heads of School (7)
7. Of the twelve staff members, six shall be appointed by Senate on the recommendation of its Academic Audit and Governance Committee and the remaining six staff shall be elected by

and from the academic staff of the University. The process for election of staff, including the filling of casual vacancies, shall be determined by the Senate.

8. Staff members shall be appointed to the Senate on the basis of their standing, leadership, knowledge and relevant experience to ensure that the membership of Senate provides appropriate expertise of academic quality, standards and enhancement through: engagement with relevant external agencies or processes; the student experience and the learning environment; or leadership and practice in teaching and learning, research or academic enterprise.
9. Staff members of the Senate, whether appointed or elected, shall serve a period of office of three years in the first instance but may serve for a further term of office to serve a maximum of six years consecutively. Staff who have served the maximum consecutive six-year period of office shall be eligible for appointment or election to the Senate only after an interruption in their membership of three years.
10. Two student members, normally one Undergraduate student and one Postgraduate student, nominated by the Student's Union Trustee Board shall be appointed to Senate.
11. In their service on the Senate and its Committees members shall be expected to:
  - i. uphold the University's commitment to academic freedom and equity as set out in the Charter and assure the highest ethical standards of academic practice and governance.
  - ii. act corporately in the best interests of the University serving its further development and advancement.
  - iii. assure the University's corporate responsibilities and obligations under law, regulation and public and University policy and with reference to national expectations and guidance on qualifications frameworks and the assurance of academic quality and standards in higher education.
  - iv. act in good faith, honestly and properly, exercising appropriate care and diligence.
  - v. disclose and, wherever possible, avoid conflicts of interest.
12. The Senate shall establish such standing and non-standing committees as it determines necessary to conduct its business effectively. The Senate shall determine or modify the terms of reference and constitution of its committees. The Senate shall review the effectiveness of its committees and shall modify academic governance arrangements as it determines necessary to fulfil its purpose and primary duty.
13. The Chair and Deputy Chair of Senate shall have the right to be in attendance at any meeting of the Senate's standing committees or their sub-committees.
14. Current terms of reference and membership details for Senate and its committees can be found on the University's Governance website at [www.governance.salford.ac.uk/senate](http://www.governance.salford.ac.uk/senate).

**5. ORDINANCE FOR JOINT COMMITTEES OF COUNCIL AND SENATE**

1. Joint committees of Council and Senate may be established, modified and dissolved with the agreement of both the Council and Senate.
2. The terms of reference of joint committees of Council and Senate shall relate to the legitimate business of both the Council and Senate and shall require the approval of both the Council and Senate.
3. The constitution of joint committees of Council and Senate shall include representatives of both the Council and Senate, although not necessarily in equal number, and shall require the approval of both the Council and Senate.
4. Joint committees shall report to both Council and Senate.

## **6. ORDINANCE FOR THE CHANCELLOR**

1. In accordance with the Charter (Section 5) and Statutes (Section 2), the Chancellor shall be entitled to confer degrees and other academic awards of the University and perform other functions appropriate to the office which are approved by the Council.
2. The Chancellor will be appointed by the Council following a process of search, consultation and selection on terms of appointment determined by the Council.
3. The Chancellor shall normally hold office for five years, which may be extended to a maximum total of ten years.
4. The Chancellor may resign by written communication to the Secretary.
5. The appointment may, for good reason, be revoked by Council, as set out in the Ordinance for the Removal of the Chancellor, Pro-Chancellors and Members of Council.

## **7. ORDINANCE FOR THE TITLE OF PRO-CHANCELLOR**

1. The Chair of Council shall ex officio be a Pro-Chancellor for the duration of their period of office as Chair of Council.
2. The Council may also confer the title of Pro-Chancellor on other members of Council, or other persons deemed suitable by the Council who are not current staff or students of the University.
3. With the exception of conferment of degrees and other academic awards of the University, Pro-Chancellors may perform such others of the Chancellor's functions (as determined by Council in accordance with the Ordinance for the Chancellor) as may be agreed by the Council.
4. Subject to earlier removal by the Council as provided for under the Ordinance for the Removal of the Chancellor, Pro-Chancellors and Members of Council, Pro-Chancellors appointed under the provisions of 2 above shall hold office for a period of three years and be eligible for reappointment for one further period of three years.
5. A Pro-Chancellor shall, during a vacancy in the office of Chancellor or in the absence of the appointed Chancellor, perform all the functions of the Chancellor, notwithstanding the exception referred to in 3 above.
6. If there is more than one Pro-Chancellor in office, the Pro-Chancellor who has held office for the longest consecutive period shall deputise for the Chancellor.
7. Pro-Chancellors may resign from the post by notifying the Secretary, provided that, if they are Chair of Council, they resign from that office at the same time.
8. If a Pro-Chancellor is either appointed a member of staff of the University or registered as a student of the University they shall immediately cease to be a Pro-Chancellor.

## **8. ORDINANCE FOR THE TITLE OF PROFESSOR EMERITUS**

1. Council on the recommendation of Senate may confer the title of Professor Emeritus upon any person who at the time of their retirement or voluntary redundancy has held the appointment of Professor in the University. Council will approve processes and procedures for the consideration of persons for this title.
2. This title is an honour in the gift of the University in recognition of distinguished service and there is no appeal should the University decide not to award the title.
3. The title of Professor Emeritus shall normally be conferred only if the recipient has been a member of academic staff at the University for a period of no less than 10 years.
4. On ceremonial occasions, a Professor Emeritus shall have the same privileges as a member of Senate but shall not be eligible for membership of Council or Senate or any of their committees.
5. No other rights, benefits or privileges are automatically attached to the award, but holders of the title may be invited to undertake teaching at the University on an occasional basis.

**9. ORDINANCE FOR THE REMOVAL OF THE CHANCELLOR,  
PRO-CHANCELLORS AND MEMBERS OF COUNCIL**

1. Holders of the posts of Chancellor and Pro-Chancellor and appointed or elected members of Council may for good reason be removed from office by the Council.
2. Good reason for the removal of a Chancellor or Pro-Chancellor or the termination of Council membership shall, without prejudice to other valid reasons determined by Council, include:
  - a) conviction for an offence which, in the opinion of the Council, renders the person unfit to carry out the duties associated with their office or Council membership;
  - b) conduct which the Council deems incompatible with the duties of the office or Council membership; and
  - c) persistent failure to perform the duties of their office or Council membership.
3. Proposals to Council for the removal of the Chancellor, Pro-Chancellors or members of the Council will be made on the motion of the Chair following a process of review by the Nominations and Governance Committee which may include informal discussions with the post holders or members concerned. Resignation by letter to the Secretary by post holders or members will automatically terminate a process of review.

## **10. ORDINANCE FOR APPOINTMENT OF MEMBERS OF COUNCIL**

1. The Statutes of the University of Salford specify that the Council of the University shall be comprised of a maximum of twenty four Councillors constituted of Independent and Internal Members. This Ordinance elaborates the processes for the appointment of Members of Council.
2. The Statutes determine the appointment of some Members as follows:
  - a. the Vice Chancellor is a Member, 'by virtue of his or her office' under Clause 3.5;
  - b. the Senate is authorised to appoint 'One Staff Member', on behalf of Council under Clause 4.3.
3. All other appointments of Members are made by recommendation to Council of the Nominations and Governance Committee. In making its recommendations, the Nominations and Governance Committee will consider the following:
  - a. the proportion of Independent to Internal Members is in a ratio no lower than five Independent Members to three Internal Members as specified in Clause 4.1 of the Statutes;
  - b. the balance of skills and experience of Members required optimally to inform Council decisions and to assist it to discharge its Functions as set out in Clause 5 of the Statutes;
  - c. that, as far as possible, Membership of the Council reflects gender and other equity considerations;
  - d. assure that persons recommended for Membership are fit and proper persons through appropriate due diligence processes; and that they are aware of the requirement to act in accordance with accepted standards of behaviour in public life and to act in the interests of the University as a whole rather than as representative of any constituency or interest group.
4. The Nominations and Governance Committee will recommend Independent and other Internal Members for appointment to Council through processes approved by Council, to solicit, receive and review names of potential candidates.
5. Processes for the appointment of one academic staff Member and one non academic staff Member of the University as provided for under Clause 4.3.2 of the Statutes, will include the opportunity for nomination of prospective candidates under processes specified by the Council to the Nominations and Governance Committee by eligible staff in the relevant categories as well as from other sources specified by the Council.
6. Appointment by Council of two Student Members, one being an undergraduate and one a postgraduate student under Clause 4.4.3 of the Statutes, will be made by recommendation of the Trustee Board of the Students Union to the Nominations and Governance Committee which will make its recommendation to Council in the usual way.
7. Additional internal Members (up to the limit permitted by the ratio of independent to internal Members prescribed in the Statutes) may be appointed by Council, acting on recommendations from Nominations and Governance Committee.

## **11. ORDINANCE FOR THE VICE-CHANCELLOR**

1. In accordance with Section 6 of the Charter, there shall be a Chief Executive Officer of the University to be called the Vice-Chancellor<sup>3</sup>, or such other name as the Council may decide. The Council will determine the functions and duties to be performed by the Vice-Chancellor.
2. The Vice-Chancellor will be appointed by the Council following a process of search, consultation and selection determined by the Council. The terms of appointment shall also be determined by the Council. Appointment to the position of Vice-Chancellor will normally include conferral of the title of "Professor".
3. Responsibility for monitoring the performance of the Vice-Chancellor shall rest with the Council, as provided for under Section 5.5.3 of the Statutes.
4. Steps may be taken to remove the Vice-Chancellor from office for good cause (as set out in paragraph 5 below) in accordance with this Ordinance.
5. For the purposes of this Ordinance what constitutes 'good cause' shall be determined from time to time by the Council but includes a situation where one or more of the following circumstances apply to the Vice-Chancellor:
  - i) failing or neglecting efficiently and diligently to carry out any of his/her duties to the reasonable satisfaction of the Council;
  - ii) conviction of any criminal offence punishable with a term of imprisonment (whether immediate or suspended);
  - iii) any act of gross misconduct, gross negligence or any other serious breach of contract;
  - iv) being adjudged bankrupt or being subject to a receiving order or administration order or making any arrangement or composition with his/her creditors generally or otherwise taking advantage of any statute from time to time in force offering relief for insolvency debtors;
  - v) serious breach of any rules issued by the University relating to the use of information technology, computer systems, e-mail or the internet;
  - vi) persistent or serious failure to comply with any reasonable instructions or directions of the Council;
  - vii) any conduct which brings the University into serious disrepute.
6. The procedure to consider removal of the Vice-Chancellor shall be as follows:

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<sup>3</sup> This Ordinance will continue to apply should the Council decide to re-designate the title of Chief Executive Officer and, in that eventuality, reference to the Vice-Chancellor throughout will be construed accordingly.

- i) A complaint seeking the removal from office of the Vice-Chancellor for good cause is made either in writing to the Chair of Council by at least three members of the Council or by the Chair of Council of his/her own motion (referred to below as 'Complaint').
- ii) The Chair of Council shall notify the Vice-Chancellor of each Complaint and, where a Complaint is made to the Chair of Council in writing, shall provide the Vice-Chancellor with a copy of that Complaint.
- iii) The Chair of Council shall consider each Complaint and decide whether, on the basis of the material before him/her, there is on the face of such Complaint a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office.
- iv) If the Chair of Council decides that there is not on the face of any Complaint a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office, the Chair of Council shall recommend to the Council that no further action should be taken upon such Complaint. If, on consideration of such Complaint and the Chair of Council's recommendation in respect of such Complaint<sup>4</sup>, the Council decides that no further action should be taken upon such Complaint, then the Vice-Chancellor will be notified of this decision either at the meeting of the Council at which the decision is made (if the Vice-Chancellor is present at such meeting) or as soon as possible after the meeting of the Council at which this decision is made (if the Vice-Chancellor is not present at such meeting). (Where the Vice-Chancellor is present at the meeting of Council which decides no further action should be taken, confirmation of this decision will normally follow by written notification)
- v) If it is decided, either by the Chair of Council under paragraph 6iii) above or by the Council under paragraph 6iv) above, that there is, on the face of any Complaint, a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office, the Chair of Council shall:
  - a) have the power to suspend the Vice-Chancellor pending consideration and, if applicable under paragraph 6v)b) below, investigation of the Complaint. Such suspension shall be on full pay and without prejudice and may be with such conditions as the Chair of Council may deem appropriate;
  - b) consider whether a detailed investigation process is required. In certain cases (for example where the facts are self evident or conduct is admitted by the Vice-Chancellor), the Chair of Council may deem that an independent investigator is not required;
  - c) subject to paragraph 6xv) below, appoint an independent (i.e. not a member of the Council) investigator to investigate the Complaint where the Chair of Council decides that a more detailed investigation is required;
  - d) subject to paragraph 6xv) below, establish a special committee (under Section 7.2 of the Statutes) (referred to below as 'Special Committee') to hear and consider the Complaint and to make recommendations to the

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<sup>4</sup> The Chair of Council may convene a special meeting of the Council under Section 4.2 of Standing Orders (Appendix A to the Ordinances) so that the Complaint and the Chair of Council's recommendation can be considered.

Council as to whether or not the Complaint is upheld and, if the Complaint is upheld, whether or not the Vice-Chancellor should be removed from office.

- e) notify the Vice-Chancellor of the process to deal with the Complaint as set out above and taking account of the procedure determined by the Special Committee under paragraph 6vii) below and of the Vice-Chancellor's rights in respect of that process and procedure.
  - vi) The Special Committee shall be comprised as follows:
    - a) an independent (i.e. not a member of the Council) Chair;
    - b) an independent member of the Council\*; and
    - c) an internal member of the Council\*.
- \* As defined in Section 4 of the Statutes.
- vii) To the extent that it has not otherwise already been determined by the Council, the procedure for the Special Committee to hear and consider any Complaint shall be determined by the Special Committee on its formation, taking into account:
    - a) the Complaint;
    - b) the investigation process carried out regarding the Complaint (if any); and
    - c) relevant legal and procedural advice to ensure that the procedure is consistent with the principles of natural justice.
  - viii) The Special Committee shall report its recommendation in respect of the Complaint to the Council<sup>5</sup> and it will be for the Council to decide whether or not to follow that recommendation. The Vice-Chancellor shall be notified of the recommendation of the Special Committee at the same time as the recommendation is reported to the Council.
  - ix) If the Council decides that the Complaint is upheld and that the Vice-Chancellor should be removed from office, the Vice-Chancellor shall be so removed with immediate effect.
  - x) If the Council decides that:
    - a) the Complaint is upheld but that the Vice-Chancellor should not be removed from office; or
    - b) the Complaint is not upheld

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<sup>5</sup> The Chair of Council may convene a special meeting of the Council under Section 4.2 of Standing Orders (Appendix A to the Ordinances) so that the Complaint and the recommendation of the Special Committee can be considered.

the appointment of the Vice-Chancellor will continue. (Any suspension under paragraph 6v)a) will be immediately lifted and the Vice-Chancellor shall resume his/her office with immediate effect).

- xi) Except where the decision of the Council under paragraph 6ix) or 6x) is made during a hearing or meeting at which the Vice-Chancellor is present, the Vice-Chancellor shall be notified of the decision of the Council as soon as possible after the hearing or meeting of the Council at which the decision is made. (Where the Vice-Chancellor is present at a hearing or meeting at which the decision of the Council is made, confirmation of that decision will normally follow by written notification).
- xii) The decision of the Council in respect of any Complaint is final and there is no right of appeal for the Vice-Chancellor on any grounds against:
  - a) any decision (in whole or in part) of the Council; or
  - b) any decision or other action (in whole or in part) of the Chair of Council; or
  - c) any recommendation (in whole or in part) of the Special Committee.
- xiii) If for any reason the Chair of Council declines or fails to act, or is required by Council to cease acting, in respect of any Complaint, then the Council may appoint one of its other members to fulfil the role of Chair of Council in respect of such Complaint under this Ordinance and, in that eventuality, reference to the Chair of Council in this Ordinance will be construed accordingly.
- xiv) Where this Ordinance provides for notification to be given to the Vice-Chancellor, then such notification will be in writing and sent to his/her home address.
- xv) To be clear, in respect of all Complaints:
  - a) The Chair of Council has delegated authority from the Council to make decisions and to take the steps for which the Chair of Council is stated to have responsibility under paragraph 6 above. However, where the Chair of Council is making any decision or taking any step under paragraph 6v) above, he/she will endeavour (where this is practicable) to consult with at least 3 other members of the Council (and to take account of the views of such other members of the Council) before making such decision or taking such step.
  - b) All decisions made and steps taken by the Chair of Council under paragraph 6v) shall be reported by the Chair of Council to the other members of the Council.

## 12. ORDINANCE FOR UNIVERSITY SECRETARY

1. In accordance with Section 7 of the Charter, Council has determined that there will be a University Secretary who will act as Secretary to the Council. Council will determine the functions and duties to be performed by the Secretary.

### Appointment

2. Council will determine the process of search, and selection for the University Secretary. The Chair of Council, or nominated deputy, shall chair the selection panel for the appointment of the University Secretary.
3. The University Secretary may combine the role of Secretary to the Council with responsibilities as a Senior Manager and a member of the Executive. Further details regarding this dual role may be found in the Annex to the Code of Practice for Members and Senior Officers; the Role and Responsibilities of the University Secretary as Secretary to Council.

### Removal

4. Given the dual reporting lines of the University Secretary, the process for removal from office differs slightly from the University's normal human resources policies and procedures. Grounds for disciplinary action and removal shall be consistent with the University's normal human resource policies and procedures and shall include failing or neglecting efficiently and diligently to carry out any of his/her duties to the reasonable satisfaction of the Council; however, steps shall be taken to ensure that the Chair of Council, on behalf of Council, has the lead role in any decision to initiate proceedings which may lead to the removal from office of the University Secretary. In such an eventuality, which may be initiated by a complaint by a member of University Council (including the Vice-Chancellor), the Chair of Council, advised by the Director of Human Resources and the General Counsel, shall draw up a protocol for approval by Council (or the Chair of Council acting on Council's behalf) to enable proceedings to be initiated and concluded. This protocol, which shall include arrangements for initial investigation, a hearing (if required) and any subsequent appeal process, shall be consistent with the principles of the University's normal Human Resource policies and procedures although details may vary according to the matter under consideration.

### **13. ORDINANCE FOR OTHER OFFICERS**

1. In accordance with section 7 of the Charter, Council may determine the need for other officers of the University to perform such functions and duties as may be determined by the Council
2. For other posts determined by Council in relation to 1 above, Council may delegate confirmation of the process of search, consultation and selection to the Vice-Chancellor and/or other officers as determined by the Vice-Chancellor.
3. A Council member shall be on the selection panel for all posts† for which Remuneration Committee is responsible for determination of salary. Removal of other officers shall be consistent with the University's normal human resources policies and procedures, with the proviso that the Vice-Chancellor shall ensure that, if action is proposed that may result in the removal of an officer holding one of the posts† for which Remuneration Committee is responsible for determination of salary, there should be consultation with the Chair of Council.

†As at October 2014, Deputy Vice-Chancellor, Registrar, Pro-Vice Chancellors, Director of Finance and Director of Human Resources

#### **14. ORDINANCE FOR FINANCIAL AND OTHER INTERESTS**

1. Members of Council and Senior Officers<sup>†</sup> of the University (as stipulated in the Code of Conduct for Members and Senior Officers), may not have any interest in any tangible or intangible property belonging to the University other than as a Trustee.
2. Members of Council and Senior Officers<sup>†</sup> should declare any financial or other interest in any business or proposed business for the supply of goods or services to the University.
3. Standing Orders for Council, Senate and Committees require Members to declare pecuniary, family or other personal interest in any item of business before Council or one of its Committees. Members shall withdraw from that part of the meeting unless requested to remain either by the Chair or resolution of the Committee.
4. In respect of receipt of any offer, gift, favour or hospitality, Members of Council and Senior Officers<sup>†</sup> should act in accordance with the Code of Conduct for Members and Senior Officers<sup>†</sup>.
5. A register of financial and other relevant interests of Members and Senior Officers<sup>†</sup> will be maintained, which will include:
  - a) all positions, appointments or other employment with any other organisation; in each case whether remunerated and non-remunerated;
  - b) details of any self-employed business, business ventures, consultancy or other related activities (remunerated and non-remunerated);
  - c) details of any contractual or other relationship (whether financial or non-financial) with any other company, public authority, public service or any other organisation (this includes directorships, partnerships, consultancy activity, elected office, board membership, traineeships or participation in the management of charities and any other appointments or positions of authority or influence, whether paid or unpaid);
  - d) details of any financial or non-financial interests of spouses, partners (including civil partners) or other immediate family members;

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<sup>†</sup> This term includes both officers as determined by the Council in accordance with Section 7 of the Charter and other officers as determined by the Vice-Chancellor

## **15. ORDINANCE FOR CONTRACTS**

1. Any contract may be made on behalf of the University by any person acting under the express or implied authority of the Council as set out in the University's financial regulations and such contract may be varied or discharged in the same manner.
2. Any contract that is required to be made, varied or discharged by the University as a deed shall be executed by the affixing of the University's common seal to such contract in the presence of an an officer as specified in the University's financial regulations.

## **16. ORDINANCE FOR THE STUDENTS' UNION**

1. The University's Charter (Section 10) provides for a Students' Union of the University ("The Union").
2. The objects of the Union (as reflected in the Union's current constitution) are:
  - i) the advancement of education for students at the University of Salford for the public benefit by:
    - a) promoting the interests and welfare of students at the University of Salford during their course of study and representing, supporting and advising students
    - b) being the recognised representative channel between students and the University of Salford and any other external bodies; and
    - c) providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its students.
3. The Constitution of the Union is attached to these Ordinances at Appendix B. The Constitution shall be subject to review and approval by the University Council at intervals of not less than five years.

## **17. ORDINANCE FOR CONFERRING BENEFITS ON COUNCIL MEMBERS**

1. For the purposes of Article 5 of the Charter the following are permitted:
  - the benefit described by sub-clause (2) of this clause;
  - the benefit described by sub-clause (3) provided that the Council members as charity trustees follow the procedure and observe the conditions set out in sub-clause (4) of this clause; and/or
  - any benefit authorised in writing by the Council.

And in this clause, benefit has the same meaning as Article 5 of the Charter.

2. A Council member may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
3.
  - (a) A Council member may receive a benefit from the University in the capacity of a beneficiary of the University.
  - (b) A Council member may be employed or engaged by the University other than for acting as a Council member.
  - (c) A Council member may receive benefits for acting as a Council member provided the Council members have in addition to meeting the requirements of 16(4):
    - (i) read considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University ) relating to the remuneration of charity trustees for acting as such;
    - (ii) resolved that it is clearly in the interests of the University that the Council member in question be awarded the remuneration in question; and
    - (iii) resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Council member, that offering the remuneration in question provides a significant and clear advantage over all the other options available.
  - (d) A company of which a Council member is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Council member holds no more than 1% of the issued capital of that company.
4.
  - (a) The University and its Council member (s) may only rely upon the authority provided by sub-clause 16(3) if each of the following conditions is satisfied:
    - (i) The remuneration or other sums paid to the Council member do not exceed an amount that is reasonable in all the circumstances.
    - (ii) The conflicted Council members are absent from the part of any meeting at which there is discussion of:

- his or her employment or remuneration, or any matter concerning the contract or arrangement; or
  - his or her performance in the employment or office, or his or her performance of the contract; or
  - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 16(3);
  - if applicable, the matters described in sub-clause 16(3)(c); or
  - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 16(3).
- (iii) The conflicted Council members do not vote on any such matter and are not to be counted when calculating whether a quorum of Council members is present at the meeting.
- (iv) The non-conflicted Council member(s) are satisfied that it is in the interests of the University to employ or to contract with that Council member rather than with someone who is not a Council member. In reaching that decision the non-conflicted Council members must balance the advantage of employing a Council member against the disadvantages of doing so (especially the loss of the Council member's services as a result of dealing with the Council member's conflict of interest).
- (v) The reason for their decision is recorded by the non-conflicted Council members.
- (vi) A majority of the Council members then in office are non-conflicted.
- (vii) If a Council member receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.
5. In sub-clauses (1)-(4) of this clause:
- (a) and more particularly for the purposes of clause 16(3)(b), the employment or remuneration of a Council member includes the engagement or remuneration of any firm or company in which the Council member is:
- (i) a partner or in the case of a limited liability partnership, a member;
  - (ii) an employee;
  - (iii) a consultant;
  - (iv) a director; or
  - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Council member holds less than 1% of the issued capital.

- (b) "University" shall include any company in which the University:
    - holds more than 50% of the shares; or
    - controls more than 50% of the voting rights attached to the shares; or
    - has the right to appoint one or more directors to the Board of the company.
  - (c) "Council member" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Council member or any person living with the Council member as his or her partner.
  - (d) a "conflicted Council member" is a Council member who has received, is entitled to receive or is currently receiving remuneration under this clause. A conflicted Council member also includes a Council member who has received financial benefits described in clause 16(1) but before this clause came into force.
  - (e) a "non-conflicted Council member" is a Council member who is not a conflicted Council member.
6. This clause may not be amended without the express prior consent of the Privy Council.

**UNIVERSITY OF SALFORD**

**STANDING ORDERS: REGULATIONS FOR COMMITTEES**

1. Committees
  - 1.1 These Standing Orders shall apply to the following committees of the University of Salford:
    - Council and its standing committees
    - Senate and its standing committees
  - 1.2 Standing committees shall be defined as those permanent and regular committees with fixed membership specialising in the consideration of particular areas of business within the remit of their parent body. Other committees shall be considered non-standing committees where they are constituted with looser membership provisions (e.g. where substitute members are permitted or where members are drawn from a wider pool) and/or are convened as and when the need arises to deal with specific matters. The term 'Committee' as used in these standing orders applies to any of the bodies referred to in 1.1 above.
  - 1.3 Alternate members are not permitted at Council, Senate or any of its standing committees.
  - 1.4 Where Council or Senate approves exceptions in the application of these Standing Orders to their respective standing committees, these exceptions shall be made explicit in the Standing Orders.
  - 1.5 These Standing Orders shall be recognized as the University model for management of committee business and shall apply, as appropriate, to committees established by and within the University of Salford other than those referred to in 1.1 above.
2. Chair and Deputy Chair
  - 2.1 Meetings of a committee shall be chaired by the Chair designated in the committee's membership.
  - 2.2 In the absence from a quorate meeting of the Chair, those members present shall elect one of their number to chair the meeting unless the position of Deputy Chair is designated in the committee's constitution, in which case the Deputy Chair will chair the meeting.
  - 2.3 Between ordinary meetings of a committee the Chair shall have the authority to act on behalf of the committee on any matter requiring a decision prior to the next scheduled meeting where the business does not merit, in the view of the Chair, the convening of a special meeting. Any action taken by the Chair on behalf of the committee shall be reported to the next meeting of the committee.

### 3. Quorum and Adjournment

- 3.1 The quorum for meetings of Council shall be that specified in Statute 4.5, i.e. one-third rounded up to the next whole number of the total actual membership of the Council, with the number of Independent Members exceeding the number of Internal Members by at least two, except in relation to matters in respect of which a conflict of interest prevents Independent Members from voting with the result that a quorum could not otherwise be formed.<sup>6</sup>
- 3.2 The quorum for other committees shall be one-third of the current actual membership rounded up to the nearest whole number, e.g. a committee with 16 members in post shall have a quorum of 6.
- 3.3 In the absence of a quorum within thirty minutes of the published start time of Council, no business shall be transacted other than the adjournment of the meeting to another time, except as provided for in 3.4 below. In the absence of a quorum at the published start time of meetings for all bodies other than Council, no business shall be transacted other than the adjournment of the meeting to another time, except as provided for in 3.4 below. When a meeting becomes inquorate through the departure of one or more members, the Chair shall decide whether the consideration of unfinished business requires the adjourned meeting to be reconvened. If there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of the committee.
- 3.4 At an adjourned meeting at another time the business of any original meeting which was adjourned because of inquoracy may be completed, even in the absence of a quorum. In such cases adjourned business shall take precedence over other business except for the confirmation of minutes of the previous meeting.
- 3.5 Where an adjourned meeting is to be reconvened, the Chair shall normally give members at least one week's notice of the date and time of the reconvened meeting and of the business to be transacted, which shall normally be restricted to the unfinished business from the original meeting.
- 3.6 The Chair may decide or be directed by the Committee to adjourn a quorate meeting to later on the same date or to another date. Where the time and date of the adjourned meeting, whether on the same date or another date, is decided at the original quorate meeting, the provisions of 3.5 shall not apply. Where the time and date of the adjourned meeting is not decided at the original quorate meeting, the provisions of 3.5 shall apply.
- 3.7 Where a quorate meeting has been adjourned to later on the same date, no business shall be decided at the adjourned meeting without a quorum other than the adjournment of the meeting to another date.

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<sup>6</sup> For example, the Statutes stipulate that the maximum membership of Council is twenty-four with a maximum of fifteen independent members. If Council is operating with the maximum membership of twenty-four the quorum for the meeting is eight provided that at least five of the eight members present are independent members. The quorum will increase if more internal members are present; ie if five internal members are present the quorum will be twelve as seven independent members are required to meet the requirement that the number of independent members exceeds the number of internal members by at least two.

#### 4. Schedule and Notice of Meetings

- 4.1 For each committee an annual schedule of ordinary meetings shall be agreed with the Chair and published for members prior to the start of each academic year. At least two meetings shall be scheduled each academic year.
- 4.2 Special meetings of a committee may be convened by the Chair at any time, subject to the provisions in 4.4 below, to consider matters to which specific or immediate attention must be given.
- 4.3 An extraordinary meeting of a committee shall be convened within two weeks of the receipt by the Secretary to the committee of a written request signed by not less than one-third of the actual membership. In such circumstances clause 4.4 shall not apply but members shall be given at least two days' notice of the extraordinary meeting and of the business to be conducted.
- 4.4 Unless otherwise agreed by the committee, at least one week's notice shall be given to members of the business to be transacted at meetings (this includes any meeting to be reconvened because the original scheduled meeting was inquorate), such notice shall be deemed given on the day of despatch in the case of email communications or the day after despatch in the case of internal or external postal communications. The accidental omission to give notice of a meeting or the lack of receipt of notice of a meeting by any member shall not invalidate the proceedings of the meeting.

#### 5. Conduct of Business at Meetings

- 5.1 Unless varied by resolution of the committee, the order of business to be transacted at a committee meeting shall be as set out in the agenda which shall be compiled by the Secretary to the committee and approved by the Chair prior to issue and provided to members in accordance with 4.4 above.
- 5.2 The consideration of any business not notified on the agenda shall be permitted only at the discretion of the Chair or by resolution of the committee, taking into account the urgency of the business.
- 5.3 Members wishing to propose an item of business shall normally give written notice of such business to the committee Chair or Secretary at least two weeks in advance of the next scheduled meeting so that the item may be included on the agenda. Where such notice is not practicable because of the nature of the business, members shall notify the Chair at the earliest opportunity of the proposed item and the Chair shall decide on its inclusion in the business to be transacted at the next meeting or at a subsequent meeting.
- 5.4 Where an item of business is categorised as confidential, members shall not divulge the associated papers or discussion to anyone who is not a member of the committee without the explicit consent of the Chair.
- 5.5 For Council meetings only, agenda items may be asterisked and classed as starred items. Starred items are straightforward and non-controversial and are for approval or noting without discussion. When the agenda is compiled, the final decision on whether an item is starred rests with the Chair. Once the agenda is dispatched, any

member of Council may request before the meeting, by notifying the Deputy Secretary, that an item be unstarred. At the start of each meeting, the Chair will confirm which items are starred.

- 5.6 Any member who has a pecuniary, family or other personal interest in any item of business shall, as soon as practicable, disclose that fact to the committee and shall withdraw from that part of the meeting unless requested to remain either by the Chair or by resolution of the committee.
- 5.7 Any member shall be permitted to speak to any item under consideration but the Chair may, having regard to equity of opportunity, limit the duration and frequency of a member's spoken contributions to any one item. Any recommendation or amendment to a recommendation proposed by a member shall be seconded before discussion by the committee.
- 5.8 Decisions of a committee shall be passed by a majority of members present. Where a vote is deemed necessary by the Chair to determine the majority, this shall be conducted by a show of hands. In the case of an equality of votes, the Chair shall have a second and casting vote. Decisions may arise from proposals presented in a written report before a meeting and/or orally by one or more members during discussion of the item (subject to compliance with clauses 5.2 and 5.3 above),
- 5.9 Officers, observers and others in attendance at a meeting, including the Secretary to the committee, shall be allowed to speak at meetings by invitation of the Chair.
- 5.10 Exceptionally, the Chair may direct that an item of business be considered *in camera* and require any officers, observers or other persons in attendance to withdraw during consideration of the item. Where the Secretary of the Committee has withdrawn from the meeting in such circumstances, they must be apprised on their return of any resolutions made *in camera* so that the official record of the meeting may be completed.
- 5.11 No decision of a committee shall be rescinded unless notice of a proposal to rescind the decision is given in the agenda for the meeting at which it is to be considered.

## 6. Committee Papers and Minutes

- 6.1 Papers submitted to and considered by a committee, including agendas, shall be deemed public documents, i.e. appropriate for wide circulation or unrestricted publication, unless otherwise determined by the committee, its parent committee or the application of current legislation.
- 6.2 Where it is determined that committee papers are not public documents, the degree of confidentiality of the documents should be made clear to committee members.
- 6.3 The Secretary of the committee shall, where applicable, advise the authors of committee papers regarding the format and content of such papers in order to ensure consistency with accepted practice and conformity with the committee's terms of reference.
- 6.4 Papers for consideration at a committee meeting shall normally be issued to members at the same time as the agenda in accordance with clause 4.4. above.

Where this is not practicable for valid reasons, then papers shall be issued to members no later than two days prior to the meeting. Papers tabled at meetings shall not be considered except at the sole discretion of the Chair.

- 6.5 The committee Secretary shall be responsible for preparing draft minutes of each meeting and shall submit the draft to the Chair for consideration prior to their circulation to other committee members.
  - 6.6 Minutes of a committee meeting shall be considered unconfirmed until they have been confirmed by the committee as a correct record at its next ordinary meeting, incorporating any agreed amendments.
7. Attendance at Committee Meetings
- 7.1 A record of attendance of members shall be kept and attendance at each meeting of a committee reported in the minutes. Apologies for absence from a meeting shall be submitted to the committee secretary
  - 7.2 If any member fails to attend for three consecutive meetings of a committee, a report of their non-attendance shall be made to the relevant standing committee with responsibility for oversight of governance and membership matters.
  - 7.3 Following consideration of the report of non-attendance, the relevant standing committee may recommend to Council or Senate (as appropriate) that the member be removed from membership of the committee.
8. Suspension of Standing Orders
- 8.1 A committee may suspend these Standing Orders provided that two-thirds of members present at a quorate meeting agree to such a suspension.
  - 8.2 Any suspension of Standing Orders shall last no longer than the meeting at which it was agreed.

**.CONSTITUTION**  
**UNIVERSITY OF SALFORD STUDENTS' UNION**

**ORDINANCE**

1. The name of the organisation hereinafter called “the Union”) is the University of Salford Students' Union.
2. The principal office of the Union will be situated in England and Wales.

**Objects**

3. The Union's objects are:-
  - 3.1 The advancement of education of students at University of Salford for the public benefit by:
    - 3.1.1 providing sporting, social, cultural and recreational opportunities and facilities for students so as to further the educational purposes of University of Salford;
    - 3.1.2 advancing the welfare and physical and mental well being of students;
    - 3.1.3 providing representation, advice and assistance to students on matters affecting their welfare and interests as students;
    - 3.1.4 providing the recognised representative channel between the members and the University, and between the members and any other body,
    - 3.1.4 promoting and encouraging contact and co-operation between students in all matters affecting their interests without regard to ethnic origin, nationality, gender, sexual orientation, religion, disability or age;
    - 3.1.5 To supply or provide for the supply of goods, services and other facilities to the members with or without other persons; and
  - 3.2 All such objects as are charitable in law which are incidental or conducive to the foregoing objects.

**Powers**

4. To promote its objects but not for any other purpose the Union may:-
  - 4.1 provide the recognised representative channel between the members and the University, and between the members and any other body;
  - 4.2 subject always to the Education Act and any guidance issued by the Charity Commission, alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
  - 4.3 write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;
  - 4.4 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;
  - 4.5 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
  - 4.6 provide or procure the provision of guidance, representation and advocacy;
  - 4.7 purchase, lease hire receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
  - 4.8 subject to any consent required by law sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without

- payment and subject to such conditions as it may think suitable.
- 4.9 subject to any consent required by law borrow and raise money on such terms and security as the Trustees think suitable;
- 4.10 raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable non-primary purpose trading activities in raising funds;
- 4.11 carry on primary purpose trade in the course of carrying out any of its objects;
- 4.12 incorporate wholly owned subsidiary companies to carry on any taxable non-primary purpose trade;
- 4.13 subject to clause 5 employ and pay employees and professionals or other advisors and in so far as it is possible, the Union shall offer the same terms and conditions of employment to its staff as those offered by the University;
- 4.14 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 4.15 establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporate with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions;
- 4.16 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.17 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.18 delegate the management of investments to a financial expert provided that:
- 4.18.1 the financial expert is:
- (a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
- (b) a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Regulation 44 and/or Regulation 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001.
- 4.18.2 the investment policy is set down in writing for the financial expert by the Trustees;
- 4.18.3 every transaction is reported promptly to the Trustees;
- 4.18.4 the performance of the investment is reviewed regularly by the Trustees;
- 4.18.5 the Trustees are entitled to cancel the delegation at any time;
- 4.18.6 the investment policy and the delegation arrangements are reviewed at least once a year;
- 4.18.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 4.18.8 the financial expert may not do anything outside the powers of the Trustees;
- 4.19 arrange for investments or other property of the Union to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;

- 4.20 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.21 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;
- 4.22 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to the Union's objects;
- 4.23 pay out of its funds the costs of forming and registering the Union as a Charity,
- 4.24 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 any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Union; and
- 4.25 do all such other lawful things as shall further the Union's objects.
5. The income and property of the Union shall be applied solely towards the promotion of its objects set out in this Constitution. No part shall be paid or transferred directly or indirectly to members of the Union except for payment in good faith of:-
- 5.1 any payment made to any beneficiary of the Union (including a member);
- 5.2 reasonable and proper remuneration to any person (not being a Trustee) for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Union;
- 5.3 interest on money lent to the Union at a reasonable and proper rate per annum;
- 5.4 any reasonable and proper rent for premises let to the Union;
- 5.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a member of his or her immediate family holds one per cent of the capital;
- 5.6 reasonable and proper out-of-pocket expenses of Trustees;
- 5.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.24 of this Ordinance.
- 5.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Union or of the Trustee benefit under this provision and provided that any such member or Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion; and

- 5.9 reasonable and proper remuneration to any Sabbatical Trustee to be remunerated by the Union from time to time but:
- 5.9.1 only if the procedure described in Regulation 79 of the Regulations is followed in relation to the Sabbatical Trustees; and
- 5.9.2 provided that this provision may not apply to any more than five Sabbatical Trustees in any financial year at any one time; and
- 5.9.3 provided, save for any period that shall not exceed four months, that this provision shall not apply to more than half of the Trustees at any one time; and
- 5.9.4 subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).
6. No provision contained in the Ordinance or the Regulations of the Union may be altered or amended by the Union without the prior written approval of the University of Salford (such approval not to be unreasonably withheld or delayed). No purported alteration or amendment to the Ordinance or the Regulations shall be valid until such approval has been obtained.
7. Notwithstanding clause 6 above, the Trustees shall be empowered to amend both the Ordinance and Regulations to comply with any requirements set by the Charity Commission in the future subject to the appropriate methods of approval as set out in the Regulations.

### **Incorporation**

8. The Trustees may pass a resolution for approval via referendum, and subject to clause 6 above, to transfer the entire assets and undertaking of the Union (subject to its liabilities) to a limited company established for exclusively charitable purposes, or charitable incorporated organisation having similar objects to those of the

Union and of which members of the Union will be entitled to be members.

9. If a resolution is passed pursuant to clause 8 following the transfer there shall be an orderly winding-up of the Union's affairs
10. Notwithstanding clauses 8, and 9 above if the Trustees decide that it is necessary or advisable to dissolve the Union it shall call a meeting of all members of the Union or call a referendum for which not less than twenty one day's notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting at a meeting, or a simple majority of a quorate referendum, the Trustees shall have the power to realise and assets held by or on behalf of the Union. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Union as the members of the Union may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement, for the final accounting period of the Union must be sent to the Commission.

### **Definitions**

11. Words and phrases used in this Ordinance have the same meaning as are ascribed to them in the Regulations of the Union unless the context otherwise requires..

# DRAFT CONSTITUTION

## REGULATIONS

### Interpretation

1. In these Regulations and in the Ordinance of the Students' Union the following terms shall have the following meanings:-

### Term Meaning

- |      |                             |  |
|------|-----------------------------|--|
| 1.1  | “Academic Year”             | the period between 1 August in one Year to 31 July in the next Year determined by University of Salford as the period during which Students are required to be registered with University of Salford. Each Academic Year is for the time being divided into three semesters; |
| 1.2  | “Regulations”               | these Regulations of the Students' Union;  |
| 1.3  | “Board of Trustees”         | the board of the Trustees;   |
| 1.4  | “Bye-Laws”                  | the bye-laws made by the Trustees from time to time in accordance with Regulation 64;  |
| 1.5  | “clear days”                | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;  |
| 1.6  | “Chair”                     | shall unless otherwise be provided for in the Regulations be the President of the Students' Union;   |
| 1.7  | “Education Act”             | the Education Act 1994;  |
| 1.8  | “Elected Trustees”          | the Sabbatical Trustees and the Student Trustees together;   |
| 1.9  | “electronic communications” | has the meaning ascribed to it in the Electronic Communications Act 2000;  |
| 1.10 | “electronic signature”      | has the meaning ascribed to it in the Electronic Communications Act 2000;  |
| 1.11 | “Full members”              | full members of the Students' Union being students at University of Salford;   |

1.12	“University of Salford”	University of Salford founded by Royal Charter granted on 4 April 1967;
1.13	“in writing”	means written, printed or transmitted writing including by electronic communication;
1.14	“Ordinance”	the Ordinance of the Students’ Union;
1.15	“Non-Student Trustee”	a Trustee appointed in accordance with Regulation 52 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 1994;
1.16	“Office”	the principal office of the Students’ Union;
1.17	“President of the Students’ Union”	the Sabbatical Trustee elected by the members to be the President of the Students’ Union and deemed to be a major office holder of the Union for the purposes of Section 22 of the Education Act 1994;
1.18	“Returning Officer”	the person appointed to be responsible for the good conduct and administration of all elections of Elected Trustees;
1.19	“Sabbatical Trustee”	a Trustee who may have a portfolio appointed in accordance with Regulation 46 and deemed to be a major office holder of the Union for the purposes of Section 22 of the Education Act 1994;
1.20	“Secretary”	the Secretary of the Students’ Union being a senior staff member or their appointee;
1.21	“Student”	any individual who is formally registered for an approved programme of study provided by the University of Salford and who has paid or has had paid on his or her behalf the appropriate tuition fees for such programme of study;
1.22	“Union Assembly”	the Student body elected by and from Students constituted in accordance with the Bye-Laws of the Students’ Union whose functions include making recommendations to and scrutinising the Trustees, known as “the Union Assembly”;
1.23	“Student Trustee”	a Trustee appointed in accordance with Regulation 51 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 1994;
1.25	“Students’ Union” or “the Union” or “USSU”	University of Salford Students’ Union;

- 1.26 "Trustee and Trustees" the Sabbatical Trustees, the Student Trustees and the Non-Student Trustees each of whom is a director as defined in the Act;
- 1.27 "Year" a calendar year;
- 1.28 "Employee" shall mean any person employed by the Union, except the Sabbatical Trustees;
- 1.29 "Simple majority" shall mean the greater number of votes cast, excluding abstentions;
- 1.30 "Two-thirds majority" shall mean at least two-thirds of the votes cast, excluding abstentions

2. Unless the context otherwise requires, words or expressions contained in the Regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Regulations become binding on the Students' Union.
3. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
4. 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.

#### **Membership**

- 5 All students of the University are Full Members of the Union.
- 5.1 Full Members shall be entitled to participate in the activities, and use the facilities, of the Union in accordance with the arrangements specified in the Bye-Laws and the Strategy and Guidance documents.
- 5.2 Any rights of Full Members may be withdrawn, or suspended, in accordance with the disciplinary regulations specified in the Strategy and Guidance documents.
- 5.3 Any student who wishes not to be a member shall notify the Registrar of the University in writing that they do not wish to be an Full Member of the Union within two weeks of the start of the academic year.
- 5.4 The Union shall admit all full time and part time students notified to them in writing by the Registrar as students who do not wish to be Full Members in accordance with mechanisms set out in the Bye Laws.

- 5.5 Members or groups of members who are dissatisfied in their dealings with the Union or who claim to be unfairly disadvantaged by reason of their having exercised the right not to be an Full Member of the Union shall submit their complaint in writing to the President. Complaints shall be heard in accordance with the procedures laid down in the Bye-Laws
6. Membership shall not be transferable and shall cease on death.
7. A Full member shall cease to be a member:-
  - 7.1 if he or she opts out in accordance with Regulation 5.3;
  - 7.2 automatically on ceasing to be a Student.

#### **University Members**

8. University Membership of the Union shall be granted to all persons in the employ of the University or Union, and members of the University Association.

#### **Life Membership**

- 9 All former Full Members are eligible to become Life Members. Any eligible person shall be granted Life Membership upon payment of a subscription fee to be determined by Assembly from time to time. Life Members will have no voting rights with the Union.

#### **Honorary Life Members**

10. The Union Assembly may elect to and remove from Honorary Life Membership of the Students' Union such persons as they consider to be fit. An Application for Honorary Life Membership shall be made in the form to be determined by the Union Assembly from time to time and Honorary Life Membership shall be subject to such rights and obligations as the Union Assembly consider appropriate. Provided always that such

Honorary Life Members shall not be members for the purposes of the Regulations and shall not be entitled to vote on any matter.

### **Reciprocal Membership**

11. Ordinary Members of the National Union of Students shall be reciprocal members. Reciprocal Membership may also be granted to Ordinary Members of other student organisations by Union Assembly.

### **Referenda**

- 12 Referenda shall determine the policy of the Union and vote on resolutions and special resolutions, and shall be conducted by a secret ballot of all Full Members in accordance with procedures set out below. A referendum shall have a quorum of 2.5% of Full Members for its result to be binding.
  - 12.1 The President shall be responsible for organising a referendum when instructed on receipt of a petition of 1% of the Full Members of the Union or by a simple majority decision of the Trustees.
  - 12.2 The Referendum shall be held no sooner than 6 days and not later than 20 days following the decision of the Trustees or receipt of the petition.
  - 12.3 Any decision or petition for a Referendum shall specify a single proposal or separate proposals each of which shall not exceed 50 words, except in the case of Constitutional amendments.
  - 12.4 The proposal to be considered shall be displayed within one day of receipt of the petition or the decision to organise a referendum, and alternative proposals shall be invited. Alternative proposals shall be directly related to the original proposal and submitted by a petition of 0.5% of the Full Members of the Union no later than 5 days following publication of the original

proposal. Signatories to the alternative proposal shall not have signed the original proposal or any other alternative proposal.

- 12.5 In the case of proposed amendments to the Ordinance, Regulations or Bye-Laws the full wording of the amendments shall be clearly displayed adjacent to the polling station.
- 12.6 The Trustees shall determine the financial arrangements for publicising referenda.
- 12.7 Prior to the Referendum the President shall organise a meeting, open to all Full Members, to debate the proposal.
- 12.9 The proposers and opponents of a referendum shall be entitled to produce a statement of not more than 200 words and proposers and opponents of amendments a statement of not more than 100 words, for publication.
- 12.10 The Referendum shall be conducted by means of a secret ballot open to all Full Members.
- 12.11 Polling should be held in a manner consistent with the general regulations covering cross-campus ballots of the Union as set out in the guidance and strategy documents.

### **General Meetings**

#### **Annual General Meeting**

13. The Students' Union shall hold an annual general meeting within 18 months of this document taking effect and afterwards once in each calendar year at which the Trustees shall present the report and accounts for the Union for the preceding year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

### **Other General Meetings**

14. The Trustees 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 5% of the members having the right to attend and vote at general meetings. General Meetings shall only take place to advise the Trustees and/or Union Assembly on matters of policy, or to appoint a person as a Trustee.

### **Length of Notice**

15. Unless Regulation 16 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.
16. A general meeting may be called by shorter notice if it is so agreed by the Trustees who shall be empowered to make arrangements accordingly.

### **Contents of Notice**

17. 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. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

### **Service of Notice**

18. Notice of general meetings shall be given to every member and to the Trustees.

### **Proceedings at General Meetings**

19. No business shall be transacted at any meeting unless a quorum is present. Two percent of the total membership

entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum.

20. 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 time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

21. The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair.

22. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.

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

24. 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 fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the

adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

25. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded:-
  - 25.1 by the chair; or
  - 25.2 by at least ten members having the right to vote at the meeting; or
  - 25.3 by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.
26. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
27. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
28. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. In the case of an equality of votes, whether on a show of hands or on a

poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

30. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
31. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
32. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
33. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members. The date of a written resolution shall be the date on which the meeting takes place.

#### **Votes of members**

34. In a show of hands every Full member present in person shall have one vote.

On a poll every Full member present in person or by proxy shall have one vote.

35. In a show of hands or in a poll votes shall be cast by Full members present showing their University identity cards. Unless stated otherwise a simple majority shall be required in all matters decided by vote.
36. No other person shall have the power of a vote.
37. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
38. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Regulations for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection

made in due time shall be referred to the chair whose decision shall be final and binding.

40. A proxy shall be in writing, executed by the appointing member and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“University of Salford Students' Union,

I/We, ,

of ,

being a member/members of the above named Students' Union, hereby appoint the Chair of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Students' Union to be held on [ ], and at any adjournment thereof.

Signed on [ ]”

41. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

“University of Salford Students' Union

I/We, ,

of ,

being a member/members of the above named Students' Union, hereby appoint the Chair of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Students' Union to be held on [ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 [ ]\*for [ ]\*against

Resolution No 2 [ ]\*for [ ]\*against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [ ]”

42. For the avoidance of doubt, only the Chair of the meeting of the Students' Union shall be entitled to be appointed as proxy for any member.
43. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-
  - 43.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Students' Union in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 43.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
  - 43.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
44. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall

be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Students' Union at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **Trustees**

### **Appointment of Trustees**

45. The minimum number of Trustees shall be three and the maximum number of Trustees shall be thirteen consisting of:
  - 45.1 For the year running from 1 July 2007 to 30 June 2008 the Trustees shall be the Sabbatical and Student Trustees appointed under the constitution of the Students' Union in effect prior to 1 July 2007 via the specified election process and such other Trustees appointed under these Ordinance and Regulations:
  - 45.2 Not more than five Sabbatical Trustees; appointed in accordance with Regulation 51 who have signed a declaration of acceptance and willingness to act in the trusts of the Union; and
  - 45.3 Not more than four Student Trustees appointed in accordance with Regulation 52 who have signed a declaration of acceptance and willingness to act in the trusts of the Union; and
  - 45.4 Not more than four Non-Student Trustees appointed in accordance with Regulation 50 who have signed a declaration of acceptance and willingness to act in the trusts of the Union.

### **Sabbatical Trustees**

46. Up to five Sabbatical Trustees shall be elected in a secret ballot of all the members of the Students' Union entitled to vote at an election to be held in accordance with the Bye-Laws and shall remain in office for a term of twelve months commencing on 1 July immediately following their election and terminating on 30 June in the next Year.
47. Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the members of the Students' Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, the maximum total term that a Sabbatical Trustee may serve is twenty four months save that:
  - 47.1 Candidates for posts which are designated as sabbatical for the time being shall not be able to take office even if elected unless they shall either have completed their current course of study to date and be eligible to enter the next year of their course or have passed their final examination between the date of election and the date of the commencement of office.
48. The Sabbatical Trustees shall be deemed to be "major union office holders" for the purposes of section 22 of the Education Act 1994.
49. Immediately following their election, successful candidates shall be deemed to be Sabbatical Trustees-elect and shall be invited to attend Trustee meetings and any other committees on which they shall be members when they assume office.
50. Any Sabbatical Trustee who is unable to carry out her/his duties due to absence may appoint one of the other Sabbatical Trustees to act for her/him. The Acting Officer shall assume all responsibilities of that post for the period specified by the post holder.

### **Student Trustees**

51. Subject to Regulations 55 and 56, up to four Student Trustees shall be elected by the members of the Students' Union at an election to be held in accordance with the Bye-Laws and shall remain in office for a term of twelve months commencing on 1 July immediately following their election and terminating on 30 June in the next Year. For the avoidance of doubt, the maximum total term that an individual may serve as a Student Trustee is twenty four months.

### **Non-Student Trustees**

52. The Trustees are required to appoint by a simple majority vote such persons as they consider suitable to be Non-Student Trustees. Subject to Regulation 59 the ratio of Elected Trustees to Non-Student Trustees shall with the exception of any period which may not exceed four months be greater than or equal to two to one. The initial appointment of Non-Student Trustees shall be subject to one-off ratification at the next meeting of the Union Assembly following their appointment.
53. Subject to one-off ratification by the Union Assembly referred to in Regulation 52 and Regulations 54, 56 and 58 Non-Student Trustees shall remain in office for a term of four years calculated from the date of appointment.
54. At the end of their first term of four years, Non-Student Trustees shall be eligible for re-appointment by a simple majority vote of the Trustees for a further term of up to four years but shall not be eligible for re-appointment thereafter if they have served a maximum total term of eight years. For the avoidance of doubt, the re-appointment of a Non-Student Trustee for a further four year term shall be notified to Union Assembly for its consideration.

### **Rotation of Trustees**

55. At the end of each Academic Year the Student Trustees shall retire from office.
56. Student Trustees retiring at the end of each Academic Year shall be eligible for immediate re-appointment by the members provided that he or she shall have been successful as a candidate in the elections held during that Academic Year for a position next Academic Year and shall not have retired as Student Trustees having served as such for a period greater than twenty four months continuously.
57. At the end of each Academic Year one quarter, or the number nearest to one quarter of the Non-Student Trustees, being those who have been longest in office, shall retire from office. Where more than one quarter of Non-Student Trustees have served for the same period the Non-Student Trustees shall agree amongst themselves which Non-Student Trustees shall retire, or in the event that agreement cannot be reached, the decision shall be made by lot. The length of time a Non-Student Trustee has been in office shall be computed from his last appointment where he or she previously vacated office.
58. Non-Student Trustees retiring at the end of each Academic Year shall be eligible for immediate re-appointment by the Trustees provided that he or she shall not have retired as Non-Student Trustees having served as such for a period greater than eight years continuously.

### **Replacement of Trustees**

59. If an Elected Trustee retires, is disqualified or removed from office at any time in order to ensure that the ratio of Elected Trustees to Non-Student Trustees is greater or equal to two to one, with the exception of any period which may not exceed four months, the Trustees may, in consultation with the Returning Officer,

arrange for an election or the appointment of any student they consider appropriate to fill that vacancy. An Elected Trustee appointed to fill a vacancy shall remain in office until the next elections of Elected Trustees are held and the newly appointed Elected Trustees take their office. If that person is not elected as an Elected Trustee he or she will automatically cease to be Trustee when the newly Elected Trustees take their office.

60. If a Non-Student Trustee retires, is disqualified or removed from office at any time, the Trustees may appoint a person they consider appropriate to fill that vacancy. The appointment of a Non-Student Trustee to fill a vacancy shall be subject to ratification at the next meeting of that Union Assembly following appointment and Regulations 50 to 52 shall apply.

### **Powers of Trustees**

61. Subject to the provisions of Charity Law, the Education Act, the Ordinance and Regulations and any Bye-Laws in force from time to time, the business of the Students' Union shall be managed by the Trustees who may exercise all the powers of the Students' Union. No alteration of the Ordinance or Regulations shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Regulation shall not be limited by any special power given to the Trustees by the Regulations and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
62. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Students' Union for such purposes and on such conditions as they determine.
63. No person may be appointed as a Trustee:

- 63.1 unless he or she has attained the age of 18 years; or
- 63.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Regulation 68.

**Bye-Laws**

- 64. The Trustees shall have power from time to time to make, repeal or alter Bye-Laws as to the management of the Students' Union and its affairs, as to the duties of any officers or employees of the Students' Union, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided always that such Bye-Laws shall:
  - 64.1 not be inconsistent with the Ordinance or the Regulations; and
  - 64.2 be subject to the approval of an ordinary resolution of the Students' Union in the case of any amendment after 31st July 2007.

**Delegation of Trustees' powers**

- 65. The Trustees may delegate any of their powers or the implementation of any of their resolutions which in their opinion would be more conveniently undertaken or carried out by a sub committee to any committee or sub committee of the Trustees in accordance with the following conditions:
  - 65.1 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);and
  - 65.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may

comprise such of their number (if any) as the resolution may specify; and

- 65.3 the deliberations of any such committee shall be fully and promptly reported to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
- 65.4 all delegations under this Regulation shall be revocable at any time; and
- 65.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- 66. For the avoidance of doubt, the Trustees may (in accordance with Regulation 65) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Students' Union except in accordance with a budget which has been approved by the Trustees.

- 67. The meetings and proceedings of any committee shall be governed by the provisions of the Regulations regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

**Disqualification and removal of Trustees**

- 68. The office of a Trustee shall be vacated if:-
  - 68.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or

- 68.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 68.3 he or she is, or may be, suffering from mental disorder and either:-
  - 68.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - 68.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 68.4 he or she resigns his or her office by notice to the Students' Union (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).
- 68.5 he or she is the subject of a non-binding motion of no confidence passed by the Union Assembly in accordance with the Bye-Laws and this is ratified by the Trustees subject to Regulations 68.6, 68.7 or 68.8 he or she is absent from two consecutive (or three in total) meetings of the Trustees without good cause; or
- 68.6 he or she is removed by a resolution of the members passed by a two thirds majority at a general meeting; or
- 68.7 he or she is a Non-Student Trustee and is removed by a resolution to that effect passed by at least a two –thirds majority of the Trustees.
- 68.8 he or she is an Elected Trustee and is removed by a two-thirds majority of the Elected Trustees.

**Expenses of Trustees**

- 69. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or separate meetings of the holders of debentures of the Students' Union or otherwise in connection with the discharge of their duties.

**Proceedings of Trustees**

- 70. Subject to the provisions of the Regulations, the Trustees may regulate their proceedings as they think fit.
- 71. The Trustees shall hold at least 4 ordinary meetings each Academic Year. A special meeting may be called at any time. Four Trustees may, and the Secretary at the request of four Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
- 72. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 73. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number or ratio, shall be four comprising a ratio of Elected Trustees to Non-Student Trustees greater than or equal to two to one.
- 74. The continuing Trustees or a sole continuing Trustee may act

notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Students' Union but for no other purpose.

75. Unless he or she is unwilling to do so, the Chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
76. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
77. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
78. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

### **Conflicts of interest**

79. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Students' Union in relation to a matter to be discussed at a meeting, he or she must:
  - 79.1 declare an interest before discussion begins on the matter;
  - 79.2 withdraw from that part of the meeting unless expressly invited to remain;
  - 79.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
  - 79.4 in the case of personal interests withdraw during the vote and have no vote on the matter. In particular these provisions shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be remunerated by the Students' Union as an employee of the Students' Union.

### **General**

#### **Secretary**

80. A Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

#### **Minutes**

81. The Trustees shall keep minutes:-
  - 81.1 of all appointments of officers made by the Trustees; and
  - 81.2 of all proceedings at meetings of the Students' Union and of the Trustees, and of committees of Trustees, including the names of the Trustees

present at each such meeting; and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Students' Union, be sufficient evidence of the proceedings.

### **Accounts and Reports**

82. The Trustees shall be responsible for ensuring that proper books and records of all Union income and expenditure are maintained and shall prepare an annual budget for consideration by Union Assembly and the University Finance Committee. The accounts and reports of the Union shall also be open to inspection by Full Members.
83. The Trustees shall comply with the requirements of the Education Act 1994 Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial accounting records, the preparation of annual statements of account for the Union, the audit or independent examinations of accounts and the preparation and transmission of statements of account to the appropriate body:
84. The accounts of the Union shall be audited annually by a public accountant in active practice of her/his profession and a copy of the accounts signed by the auditor shall be given to University Council. In addition, the accounts shall include a list of donations to external organisations and a list of all subscriptions / affiliation fees paid to external organisations on behalf of the generality of students during the year.
85. The level of funding by the University shall be determined annually in advance by University Council on recommendation by the Trustees. No Fees shall be levied upon Full Members. Fees for other categories of membership shall be determined by the Trustees.

86. Expenditure shall not be incurred by the Union in excess of the estimated income for the year, save that the Trustees may establish reserve funds for specific purposes whereafter expenditure from such funds shall be at the discretion of the Trustees.
87. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.
88. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return its transmission to the Charity Commissioners.
89. The funds of the Union, including all donations, contributions and bequests shall be paid into an account operated by the Trustees in the name of the Union at such bank as the Trustees shall from time to time decide. All cheques from the account must be signed by any two of the Sabbatical Trustees and / or the senior staff member of the Union.
90. The funds belonging to the Union shall be applied only in furthering its objects.

### **Alteration of the Governing Document**

91. Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting or by simple majority of a quorate referendum. The notice of the general meeting or referendum must include notice of the resolution, setting out the terms of the alteration proposal.
92. No amendment may be made to the clause relating to the name of the Union, the clause requiring Trustees not to be personally interested and the dissolution clause or this clause

without the prior consent in writing of the Charity Commissioners.

93. No amendment may be made which would have the effect of making the Union cease to be a charity at law.
94. The Trustees should promptly send to the Commissioners a copy of any amendment made under the clause.
95. Any proposal for the amendment of the Ordinance and Regulations shall require the approval of the University Senate and Council.
96. The constitution shall be submitted to the University Senate and Council on a quinquennial basis for review and approval.

#### **Intoxicating Liquor**

97. In the following clauses "Club" shall mean the University of Salford Students' Union, and "Club Premises" shall mean those premises covered by the Club Registration Certificate held by the University of Salford Students' Union within the terms of the Licensing Act 1954.
98. The supply of intoxicating liquor in the club premises shall be permitted during the hours proposed from time to time by the Trustees and approved by the Brewster Sessions of the Magistrates Court.
99. No intoxicating liquor shall be supplied to members or any other persons on the club premises otherwise than by or on behalf of the club. No intoxicating liquor shall be supplied for payment to any person on the club premises other than a member.
100. The Trustees shall arrange the supply of intoxicating liquor by the club to members and to other persons on the club premises, and shall secure the due observance of the provisions of the Licensing Acts 1964 and all Acts relating thereto, and of any conditions

attached to any registration certificate granted in respect of the club premises.

101. No person shall be paid at the expense of the club any commission, percentage or similar payment on or with reference to purchase of intoxicating liquor by the club, nor benefit from the supply of intoxicating liquor by or on behalf of the club to members or guests, apart from any benefit accruing to the club as a whole.

#### **Notices**

102. Any notice to be given to or by any person pursuant to the Regulations shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
103. The Union may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
104. A member present, either in person or by proxy, at any meeting of the Students' Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
105. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication or facsimile sent in accordance with guidance by the Institute of Chartered Secretaries and Administrators 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.

### **Indemnity**

106. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Students' Union shall be indemnified out of the assets of the Students' 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 Students' 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**

107. The Trustees shall have power to resolve pursuant to clause 4.24 of the Ordinance to effect trustees' indemnity insurance, despite their interest in such policy.

### **Incorporation or Winding-up**

108. The provisions of clauses 9 and 10 of the Ordinance relating to the winding-up, incorporation or dissolution of the Students' Union shall have effect and be observed as if the same were repeated in the Regulations.

## **University of Salford Students' Union**

### **Bye-Laws**

#### **Background**

1. University of Salford Students' Union ("**USSU**" or "**the Students' Union**" or "**the Union**") is an unincorporated association.
2. These Bye-Laws are made by the Trustees pursuant to Regulation 62 of the Regulations of USSU
3. These Bye-Laws relate to the following:
  - 3.1. membership of the Students' Union – Bye-law (1);
  - 3.2. general governance of the Students' Union – Bye-law (2);
  - 3.3. the purpose, composition and powers of the Union Assembly – Bye-Law (3);  
and
  - 3.4. the financial regulations of the Students' Union – Bye-Law (4)

#### **Definitions and interpretation**

4. Words and phrases used in these Bye-Laws have the same meaning as ascribed to them in the Regulations of USSU unless the context otherwise requires.
5. The Ordinance and Regulations of USSU shall take precedence over these Bye-Laws and these Bye-Laws shall not be interpreted or applied in any way which is inconsistent with the Ordinance and Regulations of USSU.

#### **Amendment**

6. These Bye-Laws may be altered, varied or amended by the Trustees of USSU in accordance with Regulation 64, which after 31 July 2007 requires any amendments to be approved by an ordinary resolution of the members of the Union in a General Meeting or through a referendum.