



Articles of Governance & Schedules
Of
Swansea University Students' Union
(An Unincorporated Association)
June 2019

Consultation/Approval History	
20 th Oct 2016 to 15 th Mar 2017	Articles of Governance (AoG) Working Group (Trustees Chair, CEO, SV Team) met every week to undertake the revision of AoG and Schedules
10 th February 2017	Revised Schedules emailed by Chair to Trustees on 10/02/2017 and approved by Trustees through their subsequent emails.
15 th February 2017	Revised Schedules emailed by Chair to PVC Prof Steve Wilks on 10/02/2017 and subsequently discussed and agreed in FTOs meeting with the University SMT on 15/02/2017
21 st February 2017	Five amendments to AoG discussed and approved by Trustees in Emergency Trustee Board meeting held on 21/02/2017
15 th March 2017	Schedules formally approved in the Trustees Board Meeting on 15/03/2017
13 th to 17 th March 2017	Amendments to AoG referenda favourably voted for and approved by fully quorate two-thirds majority of the membership of the Union
24 th April 2017	Amendments to AoG ratified by the University Council vide Paper No P1617-926 in the University Council meeting held on 24/04/2017
June 2019	Two amendments to AoG approved by fully quorate referenda held from 11 th to 15 th March 2019 and subsequently sent to the University Council on 4 th June 2019

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**ARTICLES OF GOVERNANCE
OF
SWANSEA UNIVERSITY STUDENTS' UNION
(AN UNINCORPORATED ASSOCIATION)**

Preamble

1. Swansea University Students' Union is devoted to the educational interests and welfare of its Members. These Articles of Governance have been structured to give the Trustees reasonable authority to manage the affairs of the Union in a businesslike manner to ensure that the Union complies with charity law and other legal requirements.

Members enjoy the right to elect the majority of the Trustees and to dismiss all the Trustees. The Executive Committee is responsible for the policy and campaigning side of the Union's activities subject to the powers of the Trustees as set out in Articles 4.11 and 4.17.

2. When acting to further its powers and in accordance with its objects, the Union shall not discriminate on the grounds of race, gender, language, sexuality, age, religion, marital status, disability, medical status or political belief.
3. The Union shall not affiliate to any political party or religious organisation.
4. Definitions
In these Articles of Governance, the following terms shall have the following meanings:

Term Meaning

- 4.1 "Academic Year" the period between 1 August in one Year to 31 July in the next Year determined by the Union as the period during which Students are required to be registered with Swansea University. Each Academic Year is for the time being divided into three terms;
- 4.2 "Agent" an individual appointed to act on behalf of the Trustees and in the name of the Union as outlined in Article 53;
- 4.3 "Articles" these Articles of Governance of the Union;
- 4.4 "Board of Trustees" the board of the Trustees;
- 4.5 "clear days" in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;
- 4.6 "CLG" Company Limited by Guarantee as outlined in the law;
- 4.7 "CIO" Charitable Incorporated Organisation as to be outlined in the law following the Charities Act 2006;
- 4.8 "Co-opted Trustee" a Trustee appointed in accordance with Articles 44-47 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a Full-Time union office holder for the purposes of section 22 of the Education Act;
- 4.9 "Code of Practice" the Code of Practice relating to the obligations of Swansea University and the Union under section 22 Education Act 1994;
- 4.10 "Education Act" the Education Act 1994;

- 4.11 "Executive Committee" the Student body elected by and from Students constituted in accordance with these Articles of Governance and the Schedules of the Union known as "the Executive Committee";
 - 4.12 "Student Forum" a meeting called in accordance with these Articles of Governance and the Schedules to discuss any issue facing members;
 - 4.13 "Financial Memorandum" the Financial Memorandum that was signed between Swansea University and the Union in August 2007;
 - 4.14 "in writing" means written, printed or transmitted writing including by electronic communication;
 - 4.15 "Members" Members of the Union in accordance with these Articles being currently registered Students at Swansea University, The College and/or Full-Time Officer Trustees;
 - 4.16 "Office" the head office of the Union;
 - 4.17 "Policy" Policy set by Referenda, Student Forum or Executive Committee in accordance with Articles 112.1, 118 and 120.5. Policy is only subject to the authority of the Board of Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires).
 - 4.18 "President" the Full-Time Officer Trustee elected to the Office of President of the Union;
 - 4.19 "Referenda" a vote that all members of the Union are entitled to cast;
 - 4.20 "Returning Officer" the person appointed by University Council to be responsible for the good conduct and administration of all elections of Elected Trustees and Elected Representatives as outlined in the Schedules.
 - 4.21 "Full-Time Officer Trustee" a Trustee appointed in accordance with Articles 37-43;
 - 4.22 "Schedules" the Schedules made from time to time in accordance with Article 55;
 - 4.23 "Secure Petition" fixed in a pre-arranged place or held securely on-line;
 - 4.24 "Student" any individual who is formally registered for an approved programme of study provided by Swansea University and/or International College Wales Swansea;
 - 4.25 "Swansea University" Swansea University, as incorporated by Royal Charter since September 2007, having previously been a constituent of the University Of Wales;
 - 4.26 "the Union" Swansea University Students' Union/Undeb Myfyrwyr Prifysgol Abertawe or SUSU/UMPA;
 - 4.27 "Trustee and Trustees" the Full-Time Officer Trustees and the Co-opted Trustees;
 - 4.28 "Trustee Chair" the Chair of the Trustees, being the President of the Union, or such other Full-Time Officer Trustee appointed to this office in accordance with these Articles;
 - 4.29 "Ultra Vires" those actions that are inconsistent with the Articles of Governance of the Union (or its charitable status).
 - 4.30 "Chief Executive Officer" the Chief Executive Officer of the Union;
 - 4.31 "University Council" the Council of Swansea University;
 - 4.32 "Year" a calendar year.
5. References to legislation shall (except where the context otherwise requires) be read 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.

The Union

6. There shall be a Students' Union in the name of Swansea University Students' Union/ Undeb Myfyrwyr Prifysgol Abertawe ("the Union").

Charitable Objects

7. The Union's charitable objects are the advancement of education of Students at Swansea University for the public benefit by:
 - 7.1 providing an official organisation to represent its members both within, and outside, the University;
 - 7.2 providing and developing scientific, artistic, cultural, political, environmental, ethical, religious, sporting and social activities (including awareness) among its members and ensuring the general welfare of the student body at large through both commercial and non-commercial services;
 - 7.3 promoting the general welfare of its members without discrimination on the grounds of race, gender, language, sexuality, age, religion, marital status, disability, medical status or political belief;
 - 7.4 advancing the interests of the University, for the benefit of the Unions' members, in all the appropriate ways;
 - 7.5 promoting the involvement of its members within the local community; and
 - 7.6 working with other Students' Unions, organisations with similar objects and affiliated bodies.

Powers

8. To further its objects, but not otherwise, the Union may:
 - 8.1 provide services and facilities (including licensed facilities) for Members;
 - 8.2 establish, support, promote and operate a network of student activities for Members;
 - 8.3 alone or with other organisations:
 - 8.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies
 - 8.3.2 seek to influence public opinion; and
 - 8.3.3 make representations to and seek to influence governmental and other bodies and institutions; provided that all such activities are conducted on the basis of well-founded, reasoned argument and shall be confined to those which a charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission.
 - 8.4 write, make, commission, print, publish or distribute materials, or assist in these activities;
 - 8.5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - 8.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
 - 8.7 provide or appoint others to provide guidance, representation and advocacy;
 - 8.8 purchase lease, hire or receive property including land, buildings and equipment and equip it for use;

- 8.9 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law and in accordance with the Financial Memorandum between the Union and Swansea University);
- 8.10 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law and/or Swansea University via the Financial Memorandum between the Union and Swansea University);
- 8.11 raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable trading activities in raising funds;
- 8.12 trade in the course of carrying out any of its objects;
- 8.13 incorporate wholly owned subsidiary companies to carry on any taxable trade (subject to and in accordance with the Financial Memorandum between the Union and Swansea University);
- 8.14 subject to clause 9 employ and pay employees and professionals or other advisors;
- 8.15 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;
- 8.16 set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies);
- 8.17 undertake and execute any charitable trusts, which may lawfully be undertaken by it;
- 8.18 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 8.19 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 8.19.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 8.19.2 every transaction is reported promptly to the Trustees;
 - 8.19.3 the performance of the investment is reviewed regularly by the Trustees;
 - 8.19.4 the Trustees are entitled to cancel the delegation at any time;
 - 8.19.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 8.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 8.19.7 the financial expert may not do anything outside the powers of the Trustees;
 - 8.19.8 that it is subject to and in accordance with the Financial Memorandum between Swansea University and the Union.
- 8.20 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 8.21 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, (subject to and in accordance with the Financial Memorandum between Swansea University and the Union);

- 8.22 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange, (subject to and in accordance with the Financial Memorandum between Swansea University and the Union);
 - 8.23 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects, (subject to and in accordance with the Financial Memorandum between Swansea University and the Union);
 - 8.24 subject to the prior approval of University Council incorporate and transfer all its assets and liabilities to a charitable limited liability legal entity (including but not limited to a company limited by guarantee or a charitable incorporated organisation (CIO));
 - 8.25 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
 - 8.26 do all such other lawful things as shall further the Union's objects.
9. The income and property of the Union shall be applied solely towards the promotion of its charitable objects. No part shall be paid or transferred directly or indirectly to Members of the Union except for payment in good faith of:
- 9.1 any payment made to any beneficiary of the Union (including a Member);
 - 9.2 reasonable and proper remuneration to any person for any services given to the Union and of reasonable traveling and other out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Union;
 - 9.3 interest on money lent to the Union at a reasonable and proper rate;
 - 9.4 any reasonable and proper rent for premises let to the Union;
 - 9.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee, Committee Member or staff member or a member of his or her immediate family holds not more than one per cent of the capital;
 - 9.6 reasonable and proper out-of-pocket expenses of Trustees;
 - 9.7 reasonable and proper premiums in respect of indemnity insurance in accordance with Article 8.25 of the Articles of Governance;
 - 9.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, 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 payment or that of his or her partner is under discussion; and

- 9.9 reasonable and proper payment to any Full-Time Officer Trustee to be remunerated by the Union from time to time but:
 - 9.9.1 only if the procedure described in Articles of the Articles of Governance is followed in relation to the Full-Time Officer Trustees; and
 - 9.9.2 provided that this provision may not apply to more than six Full-Time Officer Trustees in any financial year at any one time; and
 - 9.9.3 subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).
- 10. These Articles of Governance may not be altered and/or amended by the Union without the written approval of University Council (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained.

Transfer to CLG or CIO and Winding Up

- 11. The following applies to the transfer of the Union's undertaking to a Company Limited by Guarantee (CLG) or Charitable Incorporated Organisation (CIO) and winding up.
 - 11.1 the Trustees pursuant to Article 8.24 and prior approval of University Council can transfer the assets and liabilities of the Union to a company limited by guarantee or a Charitable Incorporated Organisation where the constitution is as similar as possible to these Articles allowing for variations necessitated by the different legal structure. Following the transfer the Trustees may resolve to wind up the unincorporated association;
 - 11.2 if any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among Members of the Union. It shall instead be given or transferred to Swansea University, or if Swansea University has ceased to exist some other charitable institution(s) having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as these Articles of Governance impose upon the Union. The institution or institutions which are to benefit if Swansea University has ceased to exist shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

Membership

- 12. The Members of the Union shall be as follows:
 - 12.1 each and every Student who has not opted out by notifying Swansea University and/or International College Wales Swansea of his or her wish not to be a Member of the Union; and
 - 12.2 the Full-Time Officer Trustees of the Union.
- 13. A Member shall automatically cease to be a Member of the Union when he or she ceases to be a Student or subsequently opts out of Membership by giving written notice to Swansea University in accordance with the agreed Swansea University and Union Code of Practice and/or when he or she ceases to be a Full-Time Officer Trustee.

14. Members' details shall be entered in the Register of Members. Membership shall not be transferable and shall cease on death. The contents of the Register shall be confidential to the officers and staff of the Union, except where a particular Member has given written permission for his/her information to be made public, or transmitted to another person or organisation, in which case the Registrar and the Data Protection Officer of Swansea University shall receive a copy of the written permission concerned and the information concerned.
15. A Member shall cease to be a Member:
 - 15.1 if he or she opts out in accordance with Article 13;
 - 15.2 automatically on ceasing to be a Student.

Associate Members

16. The Trustees may admit and remove Associate Members.
17. The following persons may be admitted as Associate Members, as the Trustees see fit:
 - 17.1 union employees;
 - 17.2 Swansea University employees;
 - 17.3 alumni of Swansea University;
 - 17.4 past Members of the Union; and
 - 17.5 such persons as the Trustees consider to be friends of the Union.
18. An application for Associate Membership shall be in such form as the Trustees determine. Associate Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Associate Members shall not be Members of the Union for the purpose of these Articles and shall not be entitled to vote on any matter.

Reciprocal Members

19. The Trustees may grant reciprocal Membership to such Members of other unions as the Trustees think fit. Such reciprocal Members shall have the same rights as Associate Members and shall not be considered Members of the Union for the purposes of these Articles and shall not be entitled to vote on any matter.

Honorary Life Members

20. In accordance with Article 112.5 and the Schedules the Executive Committee may recommend the appointment or removal of Honorary Life Members of the Union. These shall be such persons as the Executive Committee considers to be fit, in accordance with the guidance and criteria as set out in the Schedules of the Union.
21. The recommendations for Honorary Life Membership shall be sent for ratification to the Trustees. The Trustees shall have the power to veto any individual recommendation but must if they do so provide written reasons to the Executive Committee. The appointment or removal of Honorary Life Members shall be subject to final ratification by the Annual General Meeting following any such recommendation for appointment or removal.

22. Honorary Life Membership shall be subject to such rights and obligations as set out in the Schedules of the Union. Such Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter.

Patron

23. In accordance with Article 112.5 and the Schedules the Executive Committee may recommend the appointment or removal of a Patron of the Union. These shall be such persons as the Executive Committee considers to be fit, in accordance with the guidance and criteria as set out in the Schedules of the Union.
24. Any recommendations for the appointment or removal of a Patron shall be sent for ratification to the Trustees. The Trustees shall have the power to veto any individual recommendation but must if they do so provide written reasons to the Executive Committee. The appointment or removal of a Patron shall be subject to final ratification by the Annual General Meeting following any such recommendation for appointment or removal.
25. A Patron following their appointment by the Annual General Meeting shall have the right to be given notice of, to attend and speak (but not vote) at following Annual General Meetings of the Union as if a Member and shall also have the right to receive accounts of the Union when available to Members. A Patron shall not be considered to be a member of the Union.

Annual General Meetings

26. The Union shall hold an annual general meeting once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. The Annual General Meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.

Length of Notice

27. Annual General Meetings shall be called by at least 14 clear days' written notice.

Contents of Notice

28. Every notice calling an Annual General Meeting shall specify the place, day and time of the meeting and the general nature of the business to be dealt with. This business shall include:
 - 28.1 receiving for information the annual fully audited accounts of the Union and any other related union companies or bodies fully audited annual accounts;
 - 28.2 receiving the Trustees' Report;
 - 28.3 appointment of the Auditors (if relevant);
 - 28.4 appointment and removal of Honorary Life Members and Patrons; and
 - 28.5 open questions to Trustees.

Service of Notice

29. Notice of Annual General Meetings shall be given to every Member and to the Trustees and any patron of the Union. This notice shall usually be given electronically.

Proceedings at Annual General Meetings

30. The proceedings of the Annual General Meeting shall be further set out in the Schedules of the Union, as amended from time to time.

Votes of Members at Annual General Meetings

31. On a show of hands or by electronic voting system every Member shall have one vote.
32. No Member may vote on any matter in which he or she is personally interested, (whether financially or otherwise), or debate on such a matter without the permission of the majority of the Members present in person at the meeting. This permission will be given or withheld without discussion. The procedures for voting at Annual General Meetings shall be further set out in the Schedules of the Union, as amended from time to time.

Amendments to the Constitution

33. The Trustees and Swansea University shall review the constitution at least every five years, with effect from the date that these Articles of Governance come into effect.
34. Any vote to amend the Articles of Governance shall require the following:
 - 34.1 the approval of a two thirds majority of the Members of the Union voting by referenda provided that at least 3% of the total Membership entitled to vote upon the amendments vote on the referendum; and
 - 34.2 the approval of University Council.

Trustees

Appointment of Trustees

35. The charity trustees of the Union ("the Trustees") shall be made up of the following persons:
 - 35.1 Not more than six Full-Time Officer Trustees appointed in accordance with Articles 37-43;
 - 35.2 Not more than three Co-opted Trustees appointed in accordance with Articles 44-47.
36. Prior to his or her appointment, each Trustee must sign a declaration confirming that he or she understands the duties imposed on charity trustees and is willing to act as a trustee of the Union. It is also noted that every Trustee is required to undertake a University organised training day upon their appointment.

Full-Time Officer Trustees

37. Six Full-Time Officer Trustees shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Schedules and shall remain in office for a term of usually twelve months, as specified in the Schedules. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. At the same time as commencing the term of office as trustee the Full-Time Officer Trustee will enter into a contract of employment with the Student Union for a term to be determined by these Articles.

38. One Full-Time Officer Trustee shall be elected to the post of Union President. The remaining Full-Time Officer Trustees shall be elected to such full-time posts as are specified in the Schedules of the Union from time to time.
39. Subject to the transitional changes in the term of office as set out in Article 37:
 - 39.1 Full-Time Officer Trustees may be re-elected for a maximum further term of twelve months by the Members of the Union at an election to be held in accordance with the Schedules; and
 - 39.2 the maximum total term that a Full-Time Officer Trustee may serve is twenty-four months.
40. Each Full-Time Officer Trustee must be a Member of the Union at the time of his or her election, and shall not have been a member of full-time Union staff (except for Full-Time Officer Trustee) within the last three academic years.
41. The Full-Time Officer Trustees shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act 1994.
42. A Full-Time Officer Trustee shall become a Member of the Union for a term of one year on the commencement of his or her appointment or re-appointment as Full-Time Officer Trustee.
43. The duties and payment of each Full-Time Officer Trustee shall be as set out in the Schedules (as amended from time to time). A Full-Time Officer shall not be employed in any other post in the Union during their agreed contractual year as a Full-Time Officer and Trustee. For the avoidance of doubt Full-Time Officers are not paid in their role as a Trustee and their pay and associated terms are resolved and considered by the Remuneration Committee of which they are not members and cannot exercise any power over.

Appointment of Co-opted Trustees

44. The Trustees shall co-opt by a simple majority of those present and voting up to three such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees. Unless their appointment is terminated in accordance with the Articles, Co-opted Trustees shall remain in office for terms of up to 4 years calculated from the date of appointment. Co-opted Trustees shall be appointed so that their terms of office are staggered in such a way that they do not terminate all in the same year. (In the first instance one will be appointed for two years, one for three years and the other for four years. It is noted that this will be an interim arrangement for those Co-opted Trustees following the adoption of these arrangements).
45. At the end of their term of office, co-opted Trustees shall be eligible for reappointment by a simple majority of those trustees present and voting for further terms of up to 4 years.
46. In exercising their powers under Articles 44 and 45 the Trustees shall have regard to recommendations made by an Appointments Committee constituted under the Schedules
47. Co-opted Trustee appointments shall be ratified by University Council.

Powers and Duties of the Board of Trustees

48. The Board shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, these Articles of Governance and the Schedules) may exercise all the powers of the Union. No alteration of these Articles of Governance or the Schedules shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees. The quorum shall be four.
49. The Board's powers under Article 48 shall include, but not be limited to, ultimate responsibility for:
 - 49.1 the governance of the Union;
 - 49.2 the budget and financial management of the Union;
 - 49.3 the staffing matters of the Union; and
 - 49.4 setting the strategy and direction of the Union; and
 - 49.5 adherence with the agreed Financial Memorandum and Code of Practice between the Union and University.
50. Decisions not made by the Board are subject to the authority of the Board on the following grounds only:
 - 50.1 financial considerations; and
 - 50.2 charity law or other legal requirements (including ultra vires).
51. The Board shall provide the Executive Committee with a regular update of its meetings and decisions (and at least four such updates a year) in writing. The minutes of the Board shall be provided to the Executive Committee.
52. The Board shall recognise such clubs and societies of Swansea University as meet the requirements and rules outlined in the Schedules and as do not contravene the Union's charitable objects.
53. The Trustees may appoint any person to be the agent of the Union (in accordance with Article 4.2) for such purposes and on such conditions as they determine.
54. No person may be appointed as a Trustee who has under the law already been disqualified from acting as a Trustee.

Schedules

55. The Trustees shall have the power from time to time to make, repeal or alter Schedules as to: the management of the Union and its affairs; the duties of any officers or employees of the Union; the financial procedures of the Union; the conduct of business by the Trustees, the Executive Committee, any committee; and any matters or things within the powers or under the control of the Trustees, provided that such Schedules shall:
 - 55.1 not be inconsistent with the Articles of Governance;
 - 55.2 be subject to consultation with the Members of the Union. No such Schedule shall be valid until such a consultation exercise has taken place and the Trustees have

- considered comments and suggestions from Members arising out of the consultation exercise; and
- 55.3 be subject to written approval of the Executive Committee (such approval not to be unreasonably withheld or delayed) and no such Schedules shall be valid until such approval has been obtained;
 - 55.4 be subject to consultation with the member of the Senior Management Team of Swansea University primarily responsible for liaison with the Union, or his or her designated representative, who will have a right of veto in relation to the University's responsibilities under the Education Act. This right of veto shall include guidance and strategy documents affected by the Education Act.

Delegation of Trustees' Powers

56. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 56.1 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
 - 56.2 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
 - 56.3 the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary; and
 - 56.4 all delegations shall be revocable at any time; and
 - 56.5 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;
 - 56.6 the meetings and proceedings of any committee shall be governed by the provisions of the Articles of Governance and the Schedules regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not inconsistent with any regulations made by the Trustees).

Finance & Resources Committee

57. The Trustees shall establish a Finance & Resources Committee.
58. The Finance & Resources Committee shall be made up of the following persons:
 - 58.1 the six Full-Time Officer Trustees; and
 - 58.2 at least two Co-opted Trustees.
59. All Co-opted Trustees shall be entitled to attend the Finance & Resources Committee.
60. The chair of the Finance & Resources Committee shall be as outlined in the Schedules of the Union and shall be a Full-Time Officer Trustee. The Trustees may at any time remove the chair from office. The quorum for the committee shall be four.
61. The Trustees may by a resolution of those present and voting invite the Chief Executive Officer and other staff of the Union to attend and speak (but not vote) at meetings of the

Finance & Resources Committee. The Finance & Resources Committee, with the approval of the Trustees, may delegate such actions and powers to the Chief Executive Officer and the other staff as they see fit in the pursuance of the good administration of the Union.

62. The Trustees may by a resolution of those present and voting appoint any person willing to so act as an External Advisor to the Finance & Resources Committee. External Advisors may attend and speak (but not vote) at meetings of the Finance & Resources Committee.
63. Subject to Article 63.1, the Trustees may delegate all financial and resource related matters to the Finance & Resources Committee, including:
 - 63.1 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 the Finance & Resources Committee shall not incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

Audit Committee

64. The Trustees shall establish an Audit Committee.
65. The Audit Committee shall be made up of the following persons:
 - 65.1 two Full-Time Officer Trustees (who shall not be the chair of the Finance & Resources Committee);
 - 65.2 a Co-opted Trustee;
 - 65.3 an Executive Committee Member (who shall not be a Full-Time Officer Trustee); and
 - 65.4 a Member appointed by University Council (who shall not be a Trustee).
66. The chair of the Audit Committee shall be the member appointed by University Council.
67. The Audit Committee shall have the power to investigate and make recommendations on any such matter as directed by the Trustees, Executive Committee or by University Council. Any such reports and recommendations that it makes shall be reported in writing to the Trustees, Executive Committee and to the University Council. The Audit Committee shall also have the authority to scrutinise the performance of the Trustees against their duties as set out in the Schedules of the Union.
68. The Audit Committee may invite the Chief Executive Officer, staff of the Union, Union members and other relevant individuals to the matter under discussion to attend and speak (but not vote) at meetings of the Audit Committee.
69. The Audit Committee may appoint any person willing to so act as an External Advisor to the Audit Committee. External Advisors may attend and speak (but not vote) at meetings of the Audit Committee.
70. The Audit Committee shall meet at least twice per academic year. The quorum of the committee shall be three, (but must include the chair of the committee).

Personnel Committee

71. The Trustees shall establish a Personnel Committee.

72. The Personnel Committee shall be made up by the following persons:
 - 72.1 the six Full-Time Officer Trustees; and
 - 72.2 at least one Co-opted Trustee.
73. All Co-opted Trustees shall be entitled to attend the Personnel Committee.
74. The chair of the Personnel Committee shall be the President and in their absence, the members present shall elect another of the Full-Time Officer Trustees to chair the meeting. The quorum shall be three.
75. Subject to Article 49, the Trustees may delegate all personnel and staffing related matters to the Personnel Committee, including:
 - 75.1 all matters relating to the remuneration of employees of the Union except those relating to Full-Time Officers which is a matter for the Remuneration Committee;
 - 75.2 all matters relating to the terms and conditions of employment of an employee of the Union;
 - 75.3 all matters relating to the recruitment and appointment of staff;
 - 75.4 all matters relating to the introduction or enforcement of any personnel policies, including the application of any agreed staff protocol (including those which have contractual force), disciplinary or grievance procedures; and
 - 75.5 any other personnel related issue.
76. The Personnel Committee shall establish a Disciplinary Sub Committee and Appeals Committee to deal with staff disciplinary matters. The membership and procedures of which shall be determined by the Trustees Board.
77. The Trustees, through the Personnel Committee, shall enter into a Staff Protocol with the Union staff, which shall have contractual force and shall form a part of the Schedules of the Union.
78. The Personnel Committee shall only report its business to the Trustees Board.
79. The Personnel Committee may invite the Chief Executive Officer and other staff of the Union to attend and speak (but not vote) at meetings of the Personnel Committee. The Personnel Committee, with the approval of the Trustees, may delegate such actions and powers to the Chief Executive Officer and the other staff as they see fit in the pursuance of the good administration of the Union and its staff.
80. The Personnel Committee may appoint any person willing to so act as an External Advisor to the Personnel Committee. External Advisors may attend and speak (but not vote) at meetings of the Personnel Committee.

Remuneration Committee

81. There shall be a Remuneration Committee that shall decide on the salary and terms and conditions of the Full-Time Officers.

82. The Committee shall consist of the Co-opted Trustees, the General Secretary and an adviser as nominated by the University (who will be a non-voting member). The Chief Executive Officer may also be invited to attend in a non-voting capacity as appropriate.
83. The Committee shall meet as and where appropriate and will report its decisions to the Executive Committee, Audit Committee and Trustees Board as appropriate.

Expenses of Trustees

84. The Trustees may be paid all reasonable traveling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Union or otherwise in connection with the discharge of their duties.

Chairman and Honorary Officers

85. The President will be the Trustee Chair. The Full-Time Officer Trustees may at any time remove the Trustee Chair from the office of Trustee Chair.
86. The Trustees may appoint a Vice-Chair of the Trustees and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

Proceedings of Trustees

87. Subject to the provisions of these Articles of Governance and the Schedules, the Trustees may regulate their proceedings as they think fit.
88. Three Trustees may, and the Chief Executive Officer at the request of three 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 before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be deemed invalid due to any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
89. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Trustee Chair shall have a second or casting vote.
90. No business may be dealt with at a meeting of the Trustees unless at least four Trustees are present comprising of, so far as is practicable, having regard to any vacancies on the Board of Trustees, a majority of Full-Time Officer Trustees over the number of Co-opted Trustees.
91. The Trustees or a sole Trustee may continue to act despite 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 arranging an election but for no other purpose.
92. Unless he or she is unwilling to do so, the Trustee 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 another Trustee to chair the meeting.

93. 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 (apart from the selection or election procedure) 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.
94. A meeting of the Trustees may be held either in person or by teleconference or by other suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.
95. The Trustees shall invite the Chief Executive Officer to attend and speak at meetings of the Board of Trustees. The Chief Executive Officer shall not be entitled to vote or count in the quorum upon any business dealt with at such meetings.
96. The Trustees shall hold a minimum of four meetings in any Academic Year.

Disqualification and Removal of Trustees

97. The office of a trustee shall be vacated if:
 - 97.1 he or she becomes prohibited by law from being a charity trustee;
 - 97.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 97.3 he or she is or may be suffering from mental ill health and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result the Union is put at risk;
 - 97.4 he or she resigns his or her office by notice to the Union (but only if at least two trustees will remain in office when the notice of resignation is to take effect; and
 - 97.5 he or she is absent from two consecutive meetings of the trustees without good cause;
 - 97.6 he or she is removed from office under Articles 98-100.

Removal of Full-Time Officer Trustees

98. The office of a Full-Time Officer Trustee shall be vacated if a secure petition for a motion of no confidence in the Full-Time Officer Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Schedules requiring a simple two-thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Full-Time Officer Trustee from office;
99. A Trustee removed under Article 98 shall be removed both from his or her remunerated Full-Time Officer position within the Union and as a Full-Time Officer Trustee of the Union. The individual may appeal against the removal from his or her remunerated Full-Time Officer position, but not his or her post as a Trustee, in accordance with his or her contract of employment.

Removal of Co-opted Trustees

100. The office of Co-opted Trustee shall be vacated if:
- 100.1 a secure petition for a motion of no confidence in the Co-opted Trustee is signed by at least 5% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Schedules, requiring a simple two thirds majority of Members voting on the motion, provided that 5% or more of the total Membership votes to remove the Co-opted Trustee from Office; or
 - 100.2 he or she is removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Union in accordance with the Schedules. Such a resolution will be passed by a simple majority of the Trustees. The Co-opted Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Rights of Removed Trustee

101. A resolution to remove a Trustee in accordance with Articles 100.2 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the other trustees.
102. A Trustee removed from office in accordance with Articles 100.2 only shall be entitled to appeal the decision to remove him or her to an Appeal Body within 14 days of the resolution. The Appeal Body shall be made up of the following persons:
- 102.1 one member of the University Council, (who shall not be a Trustee);
 - 102.2 one Executive Committee member who is not a Trustee; and
 - 102.3 one external member as agreed by University Council and the Executive Committee.
103. A resolution of the Appeal Body approving or not approving the removal shall be made in accordance with the procedure set out in the Schedules.
104. If such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the Trustee was removed by the Board of Trustees. If such resolution is not passed, that Trustee shall continue to be a Trustee and be subject to the requirements of these Articles of Governance as if no resolution to remove the Trustee had been passed.

Replacement of Trustees

105. If a Full-Time Officer Trustee retires, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Schedules of the Union.
106. If a Full-Time Officer Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, an Appointments Committee established in accordance with the Schedules may appoint any Student it considers appropriate to fill the vacancy to act as a Trustee of the Charity. For the avoidance of doubt, any individual so appointed shall be appointed as a Trustee of the Charity only. He or she

shall not take on the wider role of Full-Time Officer of the Union undertaken by the former Full-Time Officer Trustee and shall not be paid. A Trustee appointed in accordance with this Article 106 shall remain in office until the next elections are held and the newly appointed Full-Time Officer Trustee takes office. If that person is not elected as a Trustee, he or she will automatically cease to be a Trustee when the newly-appointed Full-Time Officer Trustee takes office.

107. If a Co-opted Trustee retires, is disqualified or is removed from office during their term of office, an Appointments Committee established in accordance with Schedules shall make a recommendation to the Trustees board in line with process for appointing Co-opted Trustees.

Conflicts of Interest

108. Whenever a Trustee, Committee Member or member of staff has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee or Committee Member has an interest in another organisation, other than Swansea University or a Club or Society, whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:
- 108.1 declare an interest when the chair asks for declarations of interest as an agenda item at the beginning of each meeting, and at least before the matter is under discussion if they were not aware of their interest at the beginning of the meeting, and have it recorded in the minutes of that meeting as having been declared;
 - 108.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 108.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 108.4 in the case of personal interests withdraw during the vote and have no vote on the matter;
 - 108.5 in particular Articles 108.1 to 108.4 shall apply to any matter that may directly or indirectly relate to the position of a Full-Time Officer Trustee who is or is to be paid by the Union as an employee of the Union.
109. A register of interests will be kept for Trustees, Committee Members and senior members of staff of the Union, which will be displayed on the Union Website. This register shall be updated as and when appropriate.

Executive Committee

110. The Executive Committee shall be made up of the Full-Time Officers and such Students as have been elected to the Executive Committee in accordance with the Schedules. No Member may hold more than one seat on the Executive Committee at any one time. Removal of any member of the Executive Committee shall be in accordance with the Schedules.
111. The Chair of the Executive Committee shall be the President.
112. The Executive Committee shall have the authority to:
- 112.1 set the policy and political agenda of the Union and campaign on issues affecting Members, it may refer (as it sees fit) policy to referenda of the Members (in

- accordance with the Schedules) and enforce policy as agreed by the Executive Committee or any such referenda (provided that policy passed by the Executive Committee or Referenda this does not conflict with the Board's powers under Article 48) and subject to the Board's powers under Article 50;
 - 112.2 make recommendations to and scrutinise the Trustees;
 - 112.3 co-ordinate forums (including Liberation & Representative Forums as set out in the Schedules of the Union);
 - 112.4 affiliate with external organisations and provide a list of such affiliations for publication on the Union website and for ratification at the annual affiliations referendum as set out in the Schedules of the Union and in the Code of Practice;
 - 112.5 recommend the appointment Honorary Life Members and Patrons of the Union in accordance with Articles 20-25;
 - 112.6 promote and defend the rights of Members;
 - 112.7 consider any business referred to the Executive Committee by the Trustees, Student Forums, Audit Committee, Education Committee or other Union bodies;
 - 112.8 hold Student Forums in accordance with Article 116; and
 - 112.9 appoint members to University and/or International College Wales Swansea Committees where this is specified in the terms of reference of the University/College concerned.
113. The Executive Committee shall meet in accordance with the Schedules as amended from time to time.
114. The Executive Committee shall provide the Board with an update of its meetings and decisions at least four times in any Academic Year in writing and shall provide the Trustees Board with minutes of its meetings.

Removal of an Executive Committee Member

115. The office of an Executive Committee Member shall be vacated if:
- 115.1 a secure petition for a motion of no confidence in the Executive Committee Member is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by a referendum in accordance with the Schedules requiring a two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Executive Committee Member from office;
 - 115.2 he or she is removed in accordance with the Schedules.

Student Forums

116. The Executive Committee shall call and co-ordinate Student Forums, where requested to do so in accordance with the Schedules.
117. Any matter may be discussed at a Student Forum, which may provide guidance to and scrutinise the Executive Committee and the Trustees. The Student Forum shall also have the authority to provide the Executive Committee with policy recommendations. Those present at any Student Forum shall count as a quorum. The minutes of each Student Forum shall be provided to the Executive Committee and to the Trustees.

118. At a Student Forum, which has a quorum of 3% of Members, the Student Forum may pass a resolution by simple majority to call a referendum to determine any matter. Such referendum shall be held in accordance with the referenda procedures set out in the Schedules. At a Student Forum, which has a quorum of 3% of Members, the Student Forum may also set policy (provided that policy passed by the Student Forum does not conflict with the Board's powers under Article 48) and subject to the Board's powers under Article 50.

Referenda

119. All members of the Union shall be entitled to vote in referendum called in accordance with Articles 34.1, 98, 100.1, 112.4, 115.1 and 118 and the Schedules of the Union.
120. Referenda may be called to determine the following:
- 120.1 in accordance with Article 34.1, to agree changes to the Articles of Governance, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the changes to be approved;
 - 120.2 in accordance with Article 98, to pass a motion of no confidence in a Full-Time Officer Trustee, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
 - 120.3 in accordance with Article 100.1, to pass a motion of no confidence in a Co-Opted Trustee, a quorum of 5% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
 - 120.4 in accordance with Article 115.1, to pass a motion of no confidence in an Executive Committee Member, a quorum of 3% of members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved;
 - 120.5 in accordance with Articles 115.1 and 118, to agree political and campaign policy referred to referendum by the Trustee Board, Executive Committee or Student Forum, a quorum of 3% of members will be required to validate the referendum and simple majority of those members voting;
 - 120.6 in accordance with Article 112.4 and the Schedules, to call an annual referendum on affiliations of the membership at the same time as the Full-Time Officer Trustee elections, a quorum of 3% of members will be required to validate the referendum and a simple majority of those members voting.
121. Referendum can be called on any issue by the following:
- 121.1 a simple majority of the Trustee Board;
 - 121.2 a two thirds majority of the Executive Committee;
 - 121.3 a simple majority of members present and voting in a Student Forum with a quoracy of 3% of the membership;
 - 121.4 by any member via a secure petition signed by 3% of the membership as set out in the Schedules of the Union.

Education Committee

122. The Trustees shall establish an Education Committee.
123. The Education Committee membership shall be determined as set out in the Schedules of the Union.
124. The Education Committee shall have the authority to:
 - 124.1 make policy recommendations to the Executive Committee for their consideration;
 - 124.2 appoint members to University committees as set out in the Schedules of the Union.
125. The Education Committee shall meet at least twice a term.

Liberation and Representative Forums

126. The Executive Committee shall establish and convene Liberation and Representative Forums as set out in the Schedules. These Forums shall have the authority to make policy recommendations to the Executive Committee and elect Representatives who with the approval of the Executive Committee shall serve as members of University committees and other relevant bodies.

University Council

127. Subject to University Statutes, the President and one other Full-Time Officer Trustee shall be entitled to be members of the University Council.

Committees and Meetings

128. Committee meetings shall be open for any Union member to attend, and where they do not have voting rights, they may attend as an observer, (with the exception of the Personnel Committee and Disciplinary Committees where they shall be excluded). However, it is at the discretion of Trustees and Committee Members present that Union members may be excluded from all of any particular meeting or sections of any particular meeting. Such exclusions shall only be justified where the matter pertains to staff, commercially sensitive information or any other similarly sensitive and/or confidential matter.

Minutes

129. The Trustees shall keep minutes of all proceedings at general meetings of the Union and meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting. The chair of the meeting or the chair of the next succeeding meeting, shall, sign the minutes, and any minutes which purport to be so signed will be sufficient evidence of the proceedings. The minutes of these meetings will be available to Members, (except for those of or that pertain to the Personnel Committee, Disciplinary Committees and sections of meetings as outlined in Article 128 that shall remain private and confidential to the Trustees and unavailable to members).
130. The Members of the Union have the right to ask the Trustees questions in writing about the contents of any documents referred to in Article 129 (except for those of or that pertain to the Personnel Committee, Disciplinary Committees and sections of meetings as outlined in Article 128 that shall remain private and confidential to the Trustees and unavailable to members).

131. The Trustees shall appoint a member of staff to act as Committee Secretary and minute taker for the Trustees Board, Finance & Resources Committee, Audit Committee, Personnel Committee, Executive Committee, Student Forums and other bodies as the Trustees see fit.

Accounts and Reports

132. The Trustees may impose reasonable restrictions as to the time at which and the manner in which the Members may inspect the fully audited accounts of the Union but subject to which the fully audited accounts shall be open to inspection by the Members during usual business hours.
133. The Trustees shall comply with the requirements the Education Act and the Charities Act 2006 (or any statutory re-enactment or modification of those Acts) as to keeping financial records and the audit or examinations of accounts.

Notices

134. Any notice to be given to or by any person pursuant to the Articles of Governance shall be in writing. The procedures for doing so shall be outlined in the Schedules of the Union.

Complaints Procedure

135. The Trustees shall prepare and implement a complaints procedure, details of which shall be contained in the Schedules and shall be agreed by University Council.
136. The complaints procedure will consider complaints against:
- 136.1 the internal workings of the Union and its services;
 - 136.2 members of the Union (including Full-Time Officer Trustees);
 - 136.3 Co-opted Trustees; and
 - 136.4 members of Union staff.

Disciplinary Procedure

137. The Trustees shall prepare and implement a disciplinary procedure, details of which shall be contained in the Schedules.
138. All Members of the Union and all Trustees shall be subject to the disciplinary procedure, particularly when on premises administered or events organised by the Union.
139. The disciplinary procedure may include sanctions, including the indefinite suspension of any or all of the privileges of Membership of the Union.

Bilingualism

140. Both the English and Welsh language shall be accorded equal status and validity under the Articles of Governance.
141. Union Publications, notices and all posters and publicity displayed in Union buildings shall be bilingual. An exception will be made to the official newspapers, magazines and websites of the Union.

142. Materials supplied from external organisations shall not be subject to the bilingual policy, however, where possible an attempt for bilingual production must be made.

Indemnity

143. 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 Union shall be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees' Indemnity Insurance

144. The Trustees shall have power to resolve to effect trustees' indemnity insurance, despite their interest in such policy.

Revocation

145. All such previous Constitutions and Articles of Governance are hereby expressly revoked.

SCHEDULE: AFFILIATIONS

1. The Executive Committee in line with the Article 112.4 and the Code of Practice shall have the authority to affiliate with external organisations. Any such decision made by the Executive Committee to affiliate to an external organisation must be recorded in the minutes of the Committee stating the name of the organisation and the details of any subscription or similar fee paid or proposed to be paid and of any donation made or proposed to be made to the organisation. A copy of the minutes shall be placed on the Union website and a copy sent to the University Registrar for report to the University Council.
2. All affiliations will be subject to ratification at the annual affiliations referendum where every member shall be entitled to vote. The referendum will be held at the same time as the Full-Time Officer Trustee elections in accordance with Articles 112.4, 120.6 and the Code of Practice. A quorum of 3% of members will be required to validate the referendum and a simple majority of those members voting.
3. A full list of affiliations shall be published on the Union website.
4. The Union will publish in its annual accounts a list of its affiliations to any external organisations and details of any affiliations, subscriptions, fees or donations paid to such organisations in the past year.

SCHEDULE: APPOINTMENT & REMOVAL OF TRUSTEES

Appointment of Trustees

1. In accordance with Article 35 the charity trustees of the Union (“the Trustees”) shall be made up of the following persons:
 - 1.1 Not more than six Full-Time Officer Trustees appointed in accordance with Articles 37-43. Those six Full-Time Officer Trustees appointed shall be the elected Full-Time Officers, the **President, Societies & Services Officer, Sports Officer, Welfare Officer, Education Officer and Welsh Affairs Officer**;
 - 1.2 Not more than three Co-opted Trustees appointed in accordance with Articles 44-47.
2. In accordance with Article 36 prior to his or her appointment, each Trustee must sign a declaration confirming that he or she understands the duties imposed on charity trustees and is willing to act as a trustee of the Union. It is also noted that every Trustee is required to undertake a University organised training day upon their appointment.

Full-Time Officer Trustees

3. In accordance with Article 37 six Full-Time Officer Trustees shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Election and Referendum Schedule and shall remain in office for a term of usually twelve months, from July 1st to June 30th of the following year. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. At the same time as commencing the term of office as trustee the Full-Time Officer Trustee will enter into a contract of employment with the Student Union for a term in line with their period of office. It is noted that Full-Time Officer Trustees may stand for re-election for a period of another twelve months, as long as their total term does not exceed twenty four months.
4. In accordance with Article 39 subject to the transitional changes in the term of office as set out in Article 37:
 - 4.1 Full-Time Officer Trustees may be re-elected for a maximum further term of twelve months by the Members of the Union at an election to be held in accordance with the Election and Referendum Schedule; and
 - 4.2 the maximum total term that a Full-Time Officer Trustee may serve is twenty four months.
5. In Accordance with Article 40 each Full-Time Officer Trustee must be a Member of the Union at the time of his or her election, and shall not have been a member of full-time Union staff (except for Full-Time Officer Trustee) within the last three academic years.
6. In accordance Article 41 the Full-Time Officer Trustees shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act 1994.
7. In accordance with Article 42 a Full-Time Officer Trustee shall become a Member of the Union for a term of one year on the commencement of his or her appointment or re-appointment as Full-Time Officer Trustee.

Appointment of Co-opted Trustees

8. In accordance with Article 44 the Trustees shall co-opt by a simple majority of those present and voting up to three such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees. The appointment of Co-opted Trustees will be ratified by University Council in accordance with these Schedules. Unless their appointment is terminated in accordance with the Articles, Co-opted Trustees shall remain in office for terms of up to 4 years calculated from the date of appointment. Co-opted Trustees shall be appointed so that their terms of office are staggered in such a way that they do not terminate all in the same year. (In the first instance one will be appointed for two years, one for three years and the other for four years. It is noted that this will be an interim arrangement for those Co-opted Trustees following the adoption of these arrangements).

9. In accordance with Article 45 at the end of their term of office Co-opted Trustees shall be eligible for reappointment by a simple majority of those trustees present and voting for further terms of up to 4 years. The Trustee in question shall not be eligible to vote for their own reappointment.

Appointments Committee

10. In exercising their powers under Articles 44 and 45 the Trustees shall have regard to recommendations made by an Appointments Committee. The Appointments Committee shall be constituted of three Trustees (including at least two Full-Time Officer Trustees), one representative as appointed by the University, and the Chief Executive Officer and Clerk to the Trustees as non-voting advisers.
 - 10.1 The Appointments Committee shall make their recommendations based on a set of guidance and criteria for persons who they would see fit to be Co-opted Trustees. The criteria will have regard to any candidates experience or knowledge in the following areas; Finance, Legal (especially in Charity, Company, Commercial and/or Employment law), Charities, Communications & Public relations, Student Unions and similar organisations.
 - 10.2 The Appointments Committee will set the application process, advertise the posts available and interview for them as they see fit in consultation with the Trustees Board.
 - 10.3 In accordance with Article's 105-106 and Schedule 21-23 where a Full-Time Officer Trustee has left office the Appointments Committee shall either hold a by-election where the academic year has not yet commenced or appoint a student as they see fit to become a Trustee where the academic year has commenced. In the case where the academic year has commenced the Appointments Committee will first approach the Executive Committee membership for applications. If there are no suitable candidates amongst the Executive Committee, the post shall be advertised to all student members.
 - 10.4 The Appointments Committee following any such interviews will make a recommendation to the Trustees Board. The Committee may decide not to recommend any candidate and start the application and interview process again.
 - 10.5 It is noted that the Trustees Board may accept or reject any of the individual recommendations from the Appointments Committee, and may request that the process is started again in relation to one or all of its recommendations.

11. In accordance with Article 47 Co-opted Trustee appointments shall be ratified by University Council. It is noted that University Council shall have the authority to refer the issue of the appointment of Co-opted Trustees to the Appointments Committee if they are not prepared to ratify the decision of the Trustees Board. If this authority is exercised by the University Council they must provide written reasons to the Trustees Board for their decision.

Disqualification and Removal of Trustees

12. In accordance with Article 97 the office of a trustee shall be vacated if:
 - 12.1 he or she becomes prohibited by law from being a charity trustee;
 - 12.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 12.3 he or she is or may be suffering from mental ill health and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result the Union is put at risk;
 - 12.4 he or she resigns his or her office by notice to the Union (but only if at least two trustees will remain in office when the notice of resignation is to take effect; and
 - 12.5 he or she is absent from two consecutive meetings of the trustees without good cause;
 - 12.6 he or she is removed from office under Articles 98-100.

Removal of Full-Time Officer Trustees

13. In accordance with Article 98 the office of a Full-Time Officer Trustee shall be vacated if a secure petition for a motion of no confidence in the Full-Time Officer Trustee is signed by at least 3% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Election & Referendum Schedule requiring a simple two-thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Full-Time Officer Trustee from office.
14. In accordance with Article 99 a Trustee removed under Article 98 shall be removed both from his or her remunerated Full-Time Officer position within the Union and as a Full-Time Officer Trustee of the Union. The individual may appeal against the removal from his or her remunerated Full-Time Officer position, but not his or her post as a Trustee, in accordance with his or her contract of employment.

Removal of Co-opted Trustees

15. In accordance with Article 100 the office of Co-opted Trustee shall be vacated if:
 - 15.1 A secure petition for a motion of no confidence in the Co-opted Trustee is signed by at least 5% of the Members of the Union and the motion of no confidence is passed by referendum in accordance with the Schedules, requiring a simple two thirds majority of Members voting on the motion, provided that 5% or more of the total Membership votes to remove the Co-opted Trustee from Office. A report of the referendum shall be made by the Returning Officer (Pro-Vice Chancellor of Student Affairs or their designate) to the University Council who shall ratify the decision; or
 - 15.2 he or she is removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Union in accordance with Appointment & Removal of Trustees Schedule 16. Such a resolution will be passed by a simple majority of the

Trustees. The Co-opted Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have. The decision for their removal must be ratified by University Council in accordance of Schedule 16.

Removal of Co-opted Trustees due to failing to act in the best interests of the Union

16. In accordance with Article 100.2 a Co-opted Trustee can be removed for failing to act in the best interests of the Union. Such a failing to act can be; not declaring and registering an appropriate conflict of interest, seriously and knowingly breaching the Articles of Governance and Schedules, not having proper regard to policies and procedures of the Union and any other such action that may bring the Union into disrepute or adversely affect the Union. Any such allegation of failing to act in the best interests of the Union shall be considered and determined by the Audit Committee and ratified by the University Council in advance of the removal of the Co-opted Trustee.

Rights of Removed Trustee

17. In accordance with Article 101 a resolution to remove a Trustee in accordance with Articles 100.2 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the other trustees.

Appeal Body

18. A Trustee removed from office in accordance with Articles 100.2 only shall be entitled to appeal the decision to remove him or her to an Appeal Body within 14 days of the resolution. The Appeal Body shall be made up of the following persons:
 - 18.1 one member of the University Council, (who shall not be a Trustee);
 - 18.2 one Executive Committee member who is not a Trustee; and
 - 18.3 one external member as agreed by University Council and the Executive Committee.
19. In accordance with Article 103 the Appeal Body will consider the appeal from the removed Trustee as soon as possible following the receipt of their appeal in writing. At the appeal the removed Trustee will have the right to be accompanied save that the accompanying individual is not a legal representative. The Trustees Board will send a representative to put forward their case. The Chair of the Appeal Body shall be the member of the University Council (who shall not be a Trustee) and the secretary will be the Clerk to the Trustees Board. The Chair shall decide on the proceedings of the appeal hearing and the secretary shall inform all parties in writing of the arrangements in advance of the hearing. The appellant will be informed in writing within 5 days of the resolution of the Appeal Body.

20. In accordance with Article 104 if such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the Trustee was removed by the Board of Trustees. If such resolution is not passed, that Trustee shall continue to be a Trustee and be subject to the requirements of these Articles of Governance as if no resolution to remove the Trustee had been passed.

Replacement of Trustees

21. In accordance with Article 105 if a Full-Time Officer Trustee retires, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Election & Referendum Schedule of the Union.
22. In accordance with Article 106 if a Full-Time Officer Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, an Appointments Committee established in accordance with the Schedules may appoint any Student it considers appropriate to fill the vacancy to act as a Trustee of the Charity. For the avoidance of doubt, any individual so appointed shall be appointed as a Trustee of the Charity only. He or she shall not take on the wider role of Full-Time Officer of the Union undertaken by the former Full-Time Officer Trustee and shall not be paid. A Trustee appointed in accordance with this Article 106 shall remain in office until the next elections are held and the newly appointed Full-Time Officer Trustee takes office. If that person is not elected as a Trustee, he or she will automatically cease to be a Trustee when the newly-appointed Full-Time Officer Trustee takes office.
23. In accordance with article 107 if a Co-opted Trustee retires, is disqualified or is removed from office during their term of office, an Appointments Committee established and shall make a recommendation to the Trustees board in line with process for appointing Co-opted Trustees.

SCHEDULE: SOCIETIES

1. In accordance with the Articles of Governance (7.2) the Union will provide representation for the society activities at the University and will provide support to its registered societies.
2. In accordance with the Articles of Governance and the Code of Practice the Union will provide funding and resources to its registered clubs and societies.
3. Each society shall work in accordance with the Societies' Constitution. These rules may be added to, repealed or amended by a majority vote of the members present at the AGM (or EGM) and so long as they adhere to the Constitution of Swansea University Students' Union.
4. Each society's activities shall be further guided by the Societies' Manual and Societies' Handbook, which are maintained and updated by the Societies and Services Officer and the Societies and Activities Coordinator.

Society Forum

5. There shall be a Society Forum which will be constituted of one representative from each Society Committee, the Societies & Services Officer and the Societies & Activities Coordinator (non-voting).
6. The Forum shall be chaired by the Societies & Services Officer.
7. The Forum shall be the main consultative body for society issues and will be consulted on any significant matter concerning society activities, society facilities, and any issue pertaining to the societies.
8. The Forum shall meet at least three times in an academic year.

Societies' Executive Committee

9. There shall be a Societies' Executive Committee which will be constituted of the Societies & Services Officer, the Societies & Activities Coordinator (non-voting), eight members (one from each category, plus one open place) as elected by Society Committee members at the Handover Day, and the Finance Administrator (non-voting).
10. The Societies' Executive Committee shall be chaired by the Societies & Services Officer and in the Chair's absence the meeting will be rearranged. The quorum of the committee shall be five voting members.
11. The Committee shall be responsible for allocating funding to societies in accordance with the Funding Application Guidelines; approving new society requests; allocating storage to societies; adjudicating society AGMs/EGMs; monitoring the performance of societies; societies' discipline; and any other society related matter.
12. The Committee shall consider and agree funding applications from the registered societies in accordance with the Funding Application Guidelines, as agreed by the Societies' Executive Committee in consultation with the Societies and Finance Offices of the Union.

13. The Committee can delegate responsibilities and duties to the Chair and members of the Committee as it deems fit provided that any actions are reported back to the Committee.

Societies' Complaints and Disciplinary Committee

14. There shall be a Society Complaints and Disciplinary Committee which will be formed from the Societies and Services Officer, two Executive Committee Members and a Nominate Clerk. The membership of the Sub-committee may change where relevant due to the cases being considered but shall always consist of members of the Societies Executive Committee.
15. The Societies & Activities Coordinator will act as Secretary to the Committee and the Committee shall be chaired by the Societies & Services Officer.
16. If a complaint or breach of the code of conduct or constitution is noted against a Committee member, the complaint or breach should be referred to the Societies and Services Officer. The Societies and Services Officer will then take steps to investigate the complaint or breach and meet with all individuals involved. If possible at this stage the complaint or breach will be resolved informally. If this is not possible, the complaint or breach will be referred up to the Societies Complaints and Disciplinary Committee.
17. The Committee will write to the defendant involved giving the particulars of the complaint and/or breach of code and shall invite the individuals concerned to the committee which will be convened as soon as practically possible. At the meeting, the defendant can be accompanied by one other person save that the person is not a legal representative. At the committee, the Societies and Services officer will chair and outline the proceedings and give fair opportunity for the defendant to state their case and call on witnesses.
18. The committee will then deliberate their decision in private and may impose relevant penalties dependant on case which shall include but not be limited to expulsion from post, society, events and referral to the Union's Disciplinary Procedure or lesser forms of the aforementioned.
19. The findings of the Committee and any penalties incurred will be confirmed in writing as soon as possible after the committee is convened and will include details of the right to appeal.
20. If a complaint is made against a society member the society committee must initially inform the Societies and Services Officer and then form a complaint committee comprising of the President of the society, whose responsibility it is to investigate the matter, two other committee members including the society secretary, who shall clerk the meetings. The procedure outlined in 16 – 19 above for convening a Complaints and Disciplinary Committee meeting should then be followed and the Societies and Service Officer informed of the outcome.
21. If the complaint or breach is deemed too serious or if there is a conflict of interest with the committee then the case shall be referred to the Societies and Services Officer, who will then investigate the complaint as per the procedure outlined in 14 – 19 above.

SCHEDULE: SPORTS

1. In accordance with the Articles of Governance (7.2) the Union will provide representation for the sporting activities at the University and will provide support to its sporting/athletic registered clubs.

Sports Swansea Forum

2. There shall be a minimum of two Sports Swansea Forums per term. The forums shall be attended by the Sports Officer, Sport Swansea Staff (when applicable) and two representatives from each sporting club committee. Quoracy shall be 50% of the total number of representatives.
3. The first Sports Swansea Forum of the academic year will be used to host the Sports Swansea Captains Training, and the final Sports Swansea Forum of the academic year will be used to host the Sports Swansea AGM.
4. The Forums shall be chaired by the Sports Officer. A member of the Sport Swansea staff shall act as Vice Chair.
5. The Forums shall be the main consultative body for sporting issues and will be consulted on any significant matter concerning sporting activities, sporting facilities, sporting strategy and any issue pertaining to the sporting clubs.
6. Staff members from Sports Swansea and the Union will be invited to attend where relevant but they shall not be voting members of the Forum.
7. The Sport Swansea membership shall elect eight members to be committee members of the Sports Swansea Executive Committee. The elections shall take place at the Sport Swansea AGM for the academic year and members shall serve on the Sports Swansea Executive Committee for the following academic year. Only members of the Forum may vote and stand in these elections to the Sports Swansea Executive Committee.

Sports Swansea Executive Committee

8. The Sports Swansea Executive Committee shall follow the guidelines as set out below, and will refer to the Sport Swansea Executive Committee Handbook for further guidance. This shall be updated and maintained by the Sports Officer and Sports Swansea Staff.
9. There shall be a Sports Swansea Executive Committee which will be constituted of the Sports Officer, eight members as elected by the Sports Forum, two representatives of Sports Swansea (non-voting/advisory) and the Union's Finance Administrator (non-voting/advisory). The Sports Swansea Executive Committee shall allocate specific duties to the members of the Committee and it is expected that the Committee members shall have active volunteering roles within the sporting activities.

10. The Sports Swansea Executive Committee shall be chaired by the Sports Officer. In the Sports Officer's absence, the committee shall be chaired by the Secretary of said committee, as elected at the AGM. The quorum of the committee shall be five members.
11. The Committee shall consider and agree funding applications from the registered clubs in a format as agreed by the Sports Swansea Executive Committee in consultation with Sports Swansea. Funding criteria and the funding process will be updated in the Sport Swansea Articles of Governance.
12. Specific descriptions of each role of the eight elected Executive members will be outlined in the Sport Swansea Executive Committee Handbook.
13. An annual report will be sent by the Chair of the Sports Swansea Executive Committee to the Board of Trustees before the end of the academic year. This report will be signed by all members of Sport Swansea Executive Committee including the non-voting members of staff.

Sports Disciplinary Procedure

14. All sporting disciplinary issues shall be referred to the Disciplinary Committee, as defined by the Disciplinary Procedure schedule.

SCHEDULE: EDUCATION ZONE

1. In accordance with the Articles of Governance (7.1) the Union will provide representation for its members both within, and outside, the University.
2. The Education Officer shall meet annually with the Academic Registrar or their designated representative to decide on the exact membership of the Student Representatives Meetings and the frequency of its meetings. They shall also decide upon the exact number of representatives that shall be appointed to represent students on the University, College or similar bodies, and the procedures for the election of Subject Representatives.

Education Committee

3. There shall be an Education Committee to ensure there is robust academic representation and student voice at all levels.
4. The Chair of the Education Committee shall be the Education Officer. In the Chair's absence the Education Committee will be chaired by another Full-Time Officer Trustee. The quorum of the committee shall be Seven members.
5. The Education Committee membership shall be determined in conjunction with the terms of reference as set out by the Education Officer and are available from the Student Voice Team.
6. The Education Committee shall have the authority to:
 - 6.1 make policy recommendations to the Executive Committee for their consideration.
 - 6.2 appoint members to University committees as set out in the Schedules of the Union.
 - 6.3 send representatives to course rep conferences
7. The Education Committee shall meet at least twice per term.
8. Staff members from the Students' Union and University will be invited to attend where relevant but they shall not be voting members of the Forum.
9. The Education Committee shall be subject to the Standing Orders of the Union and the terms of reference of Education Committee.

Removal of Student Representatives

10. Elected subject representatives & college representatives (who are appointed by interview) from the Education Zone may be removed by:
 - 10.1 the Education Officer, subject to a breach of the code of conduct;
 - 10.2 a simple majority vote from the Education Committee. In such circumstances, written notice of such a motion must be included on the agenda of the meeting and sent to the individual involved at least 7 days in advance of the meeting.

SCHEDULE: COMMITTEES & FORUMS

Executive Committee

1. In accordance with Article 110, the Executive Committee shall consist of the following members:

Full-Time Officers

- President
- Societies & Services Officer
- Welfare Officer
- Education Officer
- Sports Officer (termed as Athletic Union President with regards to University Council representation)
- Welsh Affairs Officer

Executive

- General Secretary
- Environment Officer
- Ethics Officer
- International Officer
- Part-Time Students Officer (*Elected in Autumn Term*)
- Mature Students Officer
- Postgraduate Research Officer (*Elected in Autumn Term*)
- Postgraduate Taught Officer (*Elected in Autumn Term*)
- Caring Responsibilities Officer (*Elected in Autumn Term*)
- Fresher's Officer (*Elected in Autumn term*)
- Mental Health Awareness Officer
- Commuter Students Officer

Liberation Positions:

- Black & Minority Ethnic Officer
- Students with Disabilities Officer
- Women's Officer
- LGBT+ Officer Singleton Campus
- LGBT+ Officer Bay Campus
- Trans and Non-Binary Officer

- 1.1 Any Executive Committee member who has a responsibility to a particular interest group of the membership shall be elected/co-opted by that Representative or Liberation group, and shall be accountable to it. This election/co-option shall take place at the end of the proceeding academic year, where appropriate, or as early as possible in the academic year in question. The Executive Committee members name and details shall be submitted to the President, as Chair of the Union Executive Committee, as soon as possible.

- 1.2 The Executive Committee members which are to be elected by cross-campus ballot because of their responsibility to the general membership are as follows:

- General Secretary
- Environment Officer

Ethics Officer
International Officer
Mature Students Officer
Mental Health Awareness Officer
Caring Responsibilities Officer
Part-Time Students Officer
Postgraduate Research Officer
Postgraduate Taught Officer

- 1.3 A handbook will be distributed to all Executive Committee members, which shall define the constituency boundaries, remits of Executive Committee members and shall form the basis of Executive Committee members' activities.

Liberation and Representative Forums

2. In accordance with Article 126 the Executive Committee shall convene a number of Liberation and Representative Forums which will deal with specific areas of activity or interest. The membership of such forums will be defined by the Liberation Campaign or Representative group itself.

These shall include:

LGBT+ Forum
International Students Forum
Welsh Affairs Forum
BME Students' Forum
Postgraduate Forum
Mature Students' Forum
Part-time Students' Forum
Women's Forum
Students with Disabilities Forum

- 2.1 These Forums shall decide their own terms of reference, and shall report to the Executive Committee, where appropriate.
- 2.2 The Executive Committee shall have the power to establish such other Forums which may from time to time be appropriate.
- 2.3 Forums which represent liberation campaigns shall be autonomous, and the Union shall afford such forums the necessary empowerment to be autonomous. Membership of such forums shall be open to students who self-define into the liberation campaign in question. All Forums shall be chaired by the Executive Officer with the responsibility for the relevant area of policy, save the Schedules or Articles of Governance say otherwise.

Education Committee

3. In accordance with Article 122 the Trustees shall establish an Education Committee as outlined in the Education Zone Schedule. The membership of that Committee shall be determined and guided by the Education Zone Schedule.

Disciplinary Committee

4. In accordance with the Articles of Governance the Trustees shall establish a Disciplinary Committee as outlined in the Disciplinary Procedure Schedule. The membership of that

Committee shall be determined by the Disciplinary Procedure Schedule.

Officers Responsibility Group

5. There shall be an Officer Responsibility Group which shall consist of five members elected from and by the Executive Committee and four student (Non-Executive) positions to be appointed through interview. The Group shall be chaired by the General Secretary and shall meet at least once a term.
 - 5.1 The appointments committee for the four student positions shall not contain nor be influenced by any Executive Committee members.
 - 5.2 The group shall have the authority to evaluate and investigate the work of the elected officers (including Full-Time Officer Trustees). The Group shall report their findings as relevant to the Executive Committee, Audit Committee or Trustees. The Group may also be directed in their work by the Executive Committee, Audit Committee or Trustees.
 - 5.3 The Officer Responsibility Group will be mindful of the agreed remits of officers, policies and procedures of the Union and the principles of the Nolan report into Standards in Public Life.

Remuneration Committee

6. There shall be a Remuneration Committee that shall decide on the salary and terms and conditions of the Full-Time Officers/Trustees.
 - 6.1 The Committee shall consist of the co-opted trustees, the General Secretary and an adviser as nominated by the University (who will be a non-voting member). The Chief Executive Officer may also be invited to attend in a non-voting capacity as appropriate.
 - 6.2 The Committee shall meet as and where appropriate and will report its decisions to the Executive Committee, Audit Committee and Trustees Board as appropriate.

Other Committees

In accordance with Article 56 and the Schedules the Trustees Board shall establish any such committee as they see fit.

SCHEDULE: COMPLAINTS PROCEDURE

1. In accordance with Article 135 and 136 the Trustees shall operate the following complaints procedure which is agreed by University Council.
2. The complaints procedure will consider complaints against:
 - 2.1 the internal workings of the Union and its services;
 - 2.2 members of the Union (including Full-Time Officer Trustees);
 - 2.3 Co-opted Trustees; and
 - 2.4 members of Union staff.
3. Complaints can be made by individual and/or groups of students, members of staff and University/The College staff, but not normally by third parties unless good reasons can be shown. The University Council (or its designated representative) will be informed of all complaints as soon as possible so that University Council can be sure that the requirements of the Education Act have been met.
4. Each complaint will be dealt with fairly, consistently and with due regard to Equal opportunities. If a complaint is not upheld the reasons will be communicated in writing.
5. Complainants will not suffer any disadvantage or recrimination as a result of making a complaint in good faith; however vexatious complaints or those with malign intent may be referred where appropriate for disciplinary action.
6. Complainants and those complained of may expect complaints to be dealt with confidentially and their privacy respected. However, it may be necessary to disclose information to others in order to deal with the complaint and in these circumstances the parties concerned shall be informed of such disclosure.
7. Anyone attending a meeting as a part of the process of investigated and deciding upon a complaint may have the right to be accompanied save that the person is not attending in a legal capacity.
8. Individuals are encouraged to seek guidance and advice about these procedures by contacting the Chief Executive Officer, Advice Centre or General Secretary of the Union.
9. In making a complaint, complainants are required to set out at least some of the following; nature of the complaint, informal steps already taken, details of any responses received and what remedy the complainant is seeking. Complaints must normally be made within one month of the event/incident complained of having taken place. Anything received later than this will be considered at the discretion of the Union, staff and officers involved.

Complaints against the internal workings of the Union and its services

10. Complainants will be encouraged where appropriate to bring any matter of concern to the attention of the service manager or officer in charge. In the case of the Advice Centre it is noted that there is a complaints procedure in place to be in line with the requirements of Advice UK.

11. Where the complainant is not satisfied with the response given by the service manager or officer in charge or it is not appropriate to raise this matter in this way then the complaint must be made in writing to the Chief Executive Officer.
12. On receipt of a complaint the Chief Executive Officer must first acknowledge its receipt. This will where possible take place within 5 working days.
13. The Chief Executive Officer will investigate the complaint and will respond in writing to the complainant about their findings where possible within 15 working days. The Chief Executive Officer may decide to refer the complaint where relevant to the agreed Disciplinary Procedures for staff.
14. Where the complainant is not satisfied with the response given by the Chief Executive Officer or it is not appropriate to raise this matter in this way then the matter must be raised in writing within 10 working days with the Trustees, who will appoint a Trustee to investigate the matter. The trustee will follow the steps as outlined in 12 and 13 as carried out by the Chief Executive Officer.
15. Where the complainant is not satisfied with the response of the appointed Trustee then the matter must be raised in writing within 10 working days with University Registrar who will arrange for the matter to be investigated and responded to in accordance with the Code of Practice.

Complaints against Members of the Union (including Full-Time Officer Trustees)

16. Complainants will be encouraged where appropriate to bring any matter of concern to the attention of the individual/individuals involved. Where the complainant is not satisfied with the response or it is not appropriate to raise the matter in this way then the complaint must be made in writing to the General Secretary of the Union who will send it to the Disciplinary Committee for members for their consideration. The complaint will then be considered in accordance with the Disciplinary Procedure Schedule.
17. The General Secretary will also have the authority where the complaint is about a Full-Time Officer Trustee or an elected officer to send it to the Officer Enforcement Group or Audit Committee for their consideration if relevant.
18. Where it is not appropriate for the General Secretary to be involved in the process their duties will be carried out by the Chair of the Trustees.

Complaints about Co-opted Trustees

19. Complainants will be encouraged where appropriate to bring any matter of concern to the attention of the individual/individuals involved. Where the complainant is not satisfied with the response or it is not appropriate to raise the matter in this way then the complaint must be made in writing to the Chair of Trustees.
20. The Chair of Trustees will follow the steps as outlined in 12 and 13 as carried out by the Chief Executive Officer. The findings of their investigation and their response to the complaint will be sent to the other trustees and where relevant to the Audit Committee.

21. Where the complainant is not satisfied with the response of the Chair of Trustees then the matter must be raised in writing within 10 working days with the University Registrar who will arrange for the matter to be investigated and responded to in accordance with the Code of Practice.

Complaints about Members of Union Staff

22. Complainants will be encouraged where appropriate to bring any matter of concern to the attention of the Chief Executive Officer. All such complaints must be in writing. Where complaints are about the Chief Executive Officer they should be made to the Chair of Trustees.
23. The Chief Executive Officer will follow the steps as outlined in 12 and 13. However, where relevant the Chief Executive Officer will refer the matter to the agreed Disciplinary Procedures for staff in line with the Staff Protocol.
24. Where the complainant is not satisfied with their response and the matter has not been referred to the agreed Disciplinary Procedures for staff, or it is not appropriate to raise the matter in this way the complaint must be made in writing within 10 working days to the Chair of Trustees.

Review of Procedures

25. The Trustees shall review these procedures on at least a five year basis in consultation with the University.

Register of Complaints

26. A register of complaints and their resolution shall be kept by the Chief Executive Officer and Chair of Trustees. This register and its contents shall be reviewed each year by the trustees and where relevant will be reviewed by the Audit Committee.

SCHEDULE: CONFLICTS OF INTEREST

1. As outlined in the Articles of Governance 108, whenever a Trustee, Committee Member or member of staff has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee or Committee Member has an interest in another organisation, other than Swansea University or a Club or Society, whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:
 - 1.1 declare an interest when the chair asks for declarations of interest as an agenda item at the beginning of each meeting, and at least before the matter is under discussion if they were not aware of their interest at the beginning of the meeting, and have it recorded in the minutes of that meeting as having been declared. At the meeting the individual must also complete a declaration of interests form covering their declared interest;
 - 1.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 1.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 1.4 in the case of personal interests withdraw during the vote and have no vote on the matter;
 - 1.5 in particular 1.1 to 1.4 shall apply to any matter that may directly or indirectly relate to the position of a Full-Time Officer Trustee who is or is to be paid by the Union as an employee of the Union.
2. A register of interests will be kept for Trustees, Committee Members and senior members of staff of the Union, which will be displayed on the Union Website. This register shall be updated as and when appropriate.
3. The register of interests will be kept by the Secretary of the Trustees Board and it is the responsibility of all Trustees, Committee Members and senior members of staff of the Union to ensure that their personal entries are kept up to date.
4. The declaration of interest form and nature of the register will be agreed by the Trustees in consultation with the University and will be in line with good practice within the Higher Education and charity sectors.

SCHEDULE: DISCIPLINARY PROCEDURE

1. In accordance with Article 137 the Trustees shall prepare and implement a disciplinary procedure. The Trustees shall delegate the implementation and operation of the procedure to the Disciplinary Committee. However, the trustees shall retain the authority to review and amend the procedure in accordance with the Articles of Governance.

Disciplinary Committee

2. The Chief Executive Officer (or nominee) shall act as Secretary to the Disciplinary Committee. The Secretary shall have no vote on decisions, but will advise the Committee on procedure.
3. The Disciplinary Committee Panel shall consist of four members (selected by the Committee's Secretary), namely:
 - 3.1. two members from the Full-Time Officers pro term of the Union; and
 - 3.2. two member from the Executive Committee elected for that purpose at the first full Executive Committee meeting of any one academic session.
4. One member of the Disciplinary Committee Panel shall be appointed by the Board's Secretary to act as Chair. A decision of the Committee Panel will be reached by a majority vote of the Panel members.
5. In the event of a tie decision, the Chair shall have an additional casting vote.
6. The votes of the individual Panel members will be treated as confidential.
7. The Disciplinary Committee Panel shall not contain any members who have had any prior involvement in the case concerned.
8. The Disciplinary Committee shall have the power to invite additional advisers, who shall not vote, from Union Staff, Committees, Trustees, University or External as it may see fit. Save that they are seen as critical to the disciplinary matter being discussed.

Referral

9. The conduct of any student member of the Union (and those who have suspended studies) may be referred to the Disciplinary Committee in the following circumstances:
 - 9.1. that the member has acted in such a way as to bring the Union into disrepute;
 - 9.2. that the member has verbally or physically abused another member in a wilful manner;
 - 9.3. that the member has verbally, physically abused, or caused a nuisance to a member of the public;
 - 9.4. that the member has seriously and knowingly contravened the Articles of Governance, or Schedules, or Equal Opportunities policy of the Union;
 - 9.5. that the member has verbally or physically abused a member of University or Union staff in a wilful manner;
 - 9.6. that the member had contravened the Code of Conduct for the Union's Student Groups.

Scope

10. The Disciplinary Committee shall hear complaints as outlined under 6 above where the member complained of was:
 - 10.1. on Union business;
 - 10.2. involved in a Club or Society;
 - 10.3. at an event organised by or for a recognised Union society or club;
 - 10.4. representing the Union in an official capacity;
 - 10.5. on Union premises, including premises that have entered into agreements with the Union;
 - 10.6. on University premises;
 - 10.7. at a Union-organised event;
 - 10.8. at an event organised by a recognised Union society.

Complainants

11. The following classes of person may bring complaints to the Disciplinary Committee:
 - 11.1. Student members of the Union (including Full-Time Officers);
 - 11.2. Co-opted trustees of the Union;
 - 11.3. Honorary Life Members of the Union (including Patrons);
 - 11.4. staff members of the Union, International College Wales Swansea or University;
 - 11.5. representatives or partner organisations.

Procedure for Complaints

12. All complaints shall be in writing, giving full details of the complaint, giving details of witnesses (if any) and be signed. All complaints shall be addressed in the first instance to the President of the Students' Union, unless it is concerning the President. In which case it shall be addressed to the Chief Executive.

Committee Procedure

13. The President, or nominee, having received a written complaint as outlined above, shall where possible convene a meeting of the Disciplinary Committee within five working days of the date of the receipt of the complaint. This first meeting shall decide whether a prima facie case exists under section 10 and 11, solely on the basis of the written complaint.
14. If the Disciplinary Committee feel that no prima facie case exists the matter is closed, and the complaint dismissed. The Secretary to the Committee will then write to the complainant informing them of this, and giving reasons for the dismissal.
15. If the Disciplinary Committee feels that a prima facie case exists then a date shall be fixed at that time for a further meeting of the Committee which the complainant(s), defendant(s) and witnesses (if any) shall be invited to attend by the Secretary to the Committee. Such a meeting will where possible take place within five working days.
16. Full written particulars of the complaint shall be sent to the defendant(s) at this point by the Secretary to the Committee.
17. Both the defendant(s) and the complainant(s) shall be allowed to be accompanied by, and/or represented by a friend save that the friend may not be a legal representative.

18. Both the defendant(s) and the complainant(s) shall be informed of their right to call witnesses, and that it is their responsibility to ensure (i) the attendance of such witnesses, and (ii) that the names of witnesses are communicated to the Secretary at least 24 hours before the date and time of the hearing. It shall be in order for witnesses to prepare written statements (if so desired) which must also be given to the Secretary at least 24 hours before the date and time of the hearing.

Hearing Procedure

19. The quorum of the Disciplinary Committee shall be four. The membership shall remain constant through any series of hearings on the same incident.
20. The Committee shall work alone in order to review papers and to discuss procedure but may call upon advisors, as they see fit. The complainant(s) and the defendant(s) and/or their representative shall then be invited to join the Committee.
21. The complainant(s) and/or their representative shall then be invited to explain the grounds of complaint and the incident(s) complained of, calling witnesses as appropriate to support their contention. It shall be in order for members of the Committee to question the complainant(s), their representative(s), and witnesses.
22. The defendant(s) and/or representative(s) shall then be invited to respond, calling witnesses as appropriate to support their contention. It shall be in order for members of the Committee to question the defendant(s), their representative(s) and witnesses.
23. First the complainant(s) and/or representative(s) and then the defendant(s) and or representatives will then be invited to sum up their cases.
24. The complainant(s) and/or representative(s) and defendant(s) and/or representative(s) will then leave the Committee to deliberate the case put before it.
25. The Committee may invite the complainant(s) and/or representative(s) and the defendant(s) and/or representative(s) back before the Committee to seek clarification of any aspect of the case.
26. If necessary, the Committee may adjourn again to another date or time to be fixed at the meeting, in order to obtain further clarification from elsewhere, or to consider its findings further. The complainant(s) and/or representative(s) and the defendant(s) and/or representative(s) and/or defendant will attend to re-started hearing.
27. Upon reaching a decision, the complainant(s) and/or representative(s) and defendant(s) and/or representative(s) shall be invited back before the Committee whereupon the Chair of the Committee shall communicate the Committee's decision, the reasons for it, the penalty imposed (if any) and the avenue of appeal.
28. The decision, reasons, penalty (if any) and avenue appeal shall then be communicated to the complainant(s) and the defendant(s) in writing as soon as practicably possible after the hearing by the Secretary.

Penalties

29. The Disciplinary Committee may impose any of the following penalties, either singly, or in conjunction with each other.
 - 29.1. That the complaint is proven, and that a written reprimand be sent by the President.
 - 29.2. That the complaint is proven, and that the defendant(s) be suspended from membership of the Union for any defined period.
 - 29.3. That the complaint is proven, and that the defendant(s) be required to make a formal apology to those affected.
 - 29.4. That the complaint is proven, and that the defendant(s) be required to pay compensation or restitution.
 - 29.5. That the complaint is proven, and that the defendant(s) is banned from Union-controlled premises and events for any defined period.
 - 29.6. That the complaint is proven, and that the defendant be suspended, removed and/or expelled from the activities of any union activity including clubs or societies.
 - 29.7. That the complaint is proven, and that the defendant be restricted from participating in events or competitions as a member of any clubs or societies.
 - 29.8. That the case be officially reported to the authorities of the Swansea University and/or International College Wales Swansea as appropriate.
30. Where the Disciplinary Committee finds action is required against a students' union group including a club or society the following penalties may be imposed in addition to, or instead of, any penalties imposed against an individual:
 - 30.1. Removal of privileges such as the ability to hire out or use University or SUSU facilities, coaching, stall at Fresher's Fair or use of hired vehicles
 - 30.2. Fine(s)
 - 30.3. Suspension or Removal of team(s) from Events or Competition
 - 30.4. Suspension or Removal of club from Events or Competition
 - 30.5. Down-grading of group status e.g. removal of Focus Sport status or moving from the Silver to Bronze tier
 - 30.6. Disbandment of Team
 - 30.7. Disbandment of Student Group
31. It shall also be open to the Committee to conclude that the complaint is not proven, and no penalty whatsoever should be imposed.

Burden of Proof

32. It shall be axiomatic that the Committee shall make its decision based on the balance of probabilities rather than on reasonable doubt.

Appeal

33. If the Committee decides that a complaint is not proven, no further appeal is possible.
34. If the Committee decides that a complaint is proven, then the defendant(s) may appeal against either the decision, or accepting the decision, against the penalty imposed.

35. Any appeal must be lodged within 5 working days of the hearing at which the decision was made, and must consist of a notice in writing to the Chair of the Disciplinary Committee, and to the nominated Co-opted Trustee of the Union who, in person, is the final court of appeal.
36. It shall be for the nominated Co-opted Trustee of the Union to devise procedure for the hearing of any appeal save only that appeals may only be lodged on the following grounds :-
 - 36.1. The Disciplinary Committee misjudged the facts before it.
 - 36.2. New evidence has come to light since the hearing(s).
 - 36.3. The Disciplinary Committee was faulty in its procedure.
 - 36.4. The penalty imposed is out of proportion to the offence.
37. The nominated Co-opted Trustee shall hear any appeal in person, and shall ensure fair and proper procedure. It is axiomatic that the complainant(s) and the Chair and Secretary of the Disciplinary Committee shall be present at any appeal.
38. The nominated Co-opted Trustee has complete discretion to overturn any decision of the Disciplinary Committee and/or to vary the penalty imposed.

Procedure for dealing with a Disciplinary Complaint which falls under both the Disciplinary Procedures of the Students' Union and University

39. Disciplinary complaints which fall under both the Students Union's and University's Disciplinary Procedures will be investigated and determined jointly by the Students' Union and the University in accordance with Section 14 of the University's Disciplinary Procedures [accessible at: <http://www.swansea.ac.uk/academic-services/academic-guide/conduct-and-complaints/disciplinary-procedures/>]. The University and Students Union may share with each other any information pertinent to such complaints/ allegations, such as personal details of the student accused of the allegation and information relating to the allegation.
40. For illustrative purposes, examples of disciplinary complaints which are likely to be deemed to fall within the scope of both the Disciplinary Procedures of the Students' Union and University, include (but are not confined to) complaints of the following nature:
 - Behaviour which has damaged, or could have damaged, the reputation of the University and Students' Union, or the relationship of the University and Students' Union with the local community or other organisations.
 - Any Category 2 or 3 disciplinary offence (see Appendix 1 of the University's Disciplinary Procedures) where, at the time of the alleged incident which is the subject of the complaint, the student falls within Section 10 above.

SCHEDULE: SWANSEA UNIVERSITY STUDENTS UNION ELECTION RULES

1. All Swansea University Students' Union elections are based on the key principles of fairness and trust for everyone involved whether that be a candidate or student, any concern over the behaviour conducted during and in relation to the election should be reported to the Returning Officer team. Any candidate in doubt of the rules should also contact the returning officer team before conducting any actions that could be in breach of the guidance set out. All elections here at Swansea Students' Union are guided by the rules and regulations set by the law, the University and the Union.

Eligibility of Registered Students

2. All members of Swansea University Students' Union and who are current students of Swansea University or The College are eligible to stand and vote for any position that they qualify for, most elections are conducted online and information about standing and voting is available from the Students' Union. We reserve the right to bar any persons currently banned from any of our licensed premises from standing in our elections, likewise any persons who have breached University rules and regulations.

Returning Officers

3. The returning officer for all students' union elections (bar specified elections) is an appointed representative of Swansea University, who is responsible for the good conduct of the elections and whose decision is final.
4. A number of Students' Union staff act as Deputy and Assistant Returning Officers for the elections and are responsible for the day to day operations of the elections, these staff members should be contacted in the first instance if issues arise. These staff shall be referred to as the Returning Officer Team
5. A member of NUS staff may also be in attendance on election day to see the good running of the elections and as an impartial external observer.

Term of Office

6. All Full-Time Officer (F.T.O) positions are for a period of one year with the option of re-running for a second year of office, all successful FTO candidates can only serve 2 separate terms years of office at most, as outlined in the 1994 Education Act.
7. All Part Time Officer positions are for a period of one year and have no limit on how many times a candidate can serve in position.
8. In the case of all other elections the positions are for the period stated at the time of election or for that conference or event as in the case of delegate elections.

Nominations

9. Candidates for Full-Time Officer, Part Time Officer and NUS Delegates must nominate themselves via the online form and should sign a form to confirm their candidature by the close of nominations, they must also provide proof they are a student from the Academic Registry or The College.

10. For all other elections, the nomination process is at the discretion of the Deputy Returning Officer.

Notice of Elections & Timetable

11. Notice of poll shall be announced at least 7 days before the nominations period, with candidate nominations for all elections being open for no less than 7 days.
12. The timetable for all elections shall be posted by the Students' Union in accordance to the guidance in 11.

Campaigning

13. Campaigning will start at the discretion of the Returning Officer Team, and all campaigning should be conducted in the spirit of the guidance as laid down in the Election Rules and Code of Practice agreement.
14. All publicity shall be bilingual – unless on-line where it can be any “standing” content. Translation services are available from the Welsh Translators, employed by Swansea University Students' Union.
15. All candidate publicity that is to be printed or for the Students' Union election portal should be submitted in line with the requests of the DRO.
16. It is prohibited to make reference to Swansea University Students' Union staff members when campaigning. **You must abide by the Staff Protocol.**
17. The use of club, society and any Union or University mailing lists to promote any candidate is strictly forbidden, these lists can however be used to promote the recruitment of candidates and the elections in general, any message however must be run by the Returning Officer team.
18. Campaigners must not intimidate, harass or bully voters especially at the point of voting. This includes attempts to influence a Student whilst they are voting on a personal computer, mobile device or laptop.
19. It is forbidden to remove, deface or otherwise interfere with any publicity belonging to another candidate.
20. Candidate material should only be displayed in areas that are designated by the returning officers, any material that defaces a public area is forbidden including stickers and adhesive material. You may face a fine from the DRO or University if such damage is caused.
21. Candidates must not appear in name on any official student union publication, outlet or email sent from the students' Union. Unless official notice of elections.
22. No bribery, money or incentive is given in the form of gifts while campaigning.

Candidate Election Publicity

23. For further rules and guidelines regarding Candidate Election Publicity, please refer to the Election Rules and Code of Practice Agreement. This is to be reviewed annually at the discretion of the Returning Officer Team.

All Other Elections

24. The publicity and arrangements are at the discretion of the Returning Officer Team.

Voting & the Count

25. All dates and times for the election will be included in the elections guide, online and through the notice of poll.
26. Voting will be available through an online portal on the election website and will be promoted by the Union through emails, social media updates and general day to day activities.
27. All elections use the Single Transferable Voting system (STV) or the Alternative Transferable Voting system (ATV) as outlined by the Electoral Reform Society (ERS) and will allow for the student to vote for a Re-open of Nominations (RON) or to spoil their ballot electronically.
28. The count will be conducted in private by the Returning Officer Team.
29. The result will normally be declared on the night of the close of elections or at the very latest by 5pm the next working day.
30. All Part Time Officer elections for the following require the student to either self-define or belong to that group; BME Officer (Self define as Black, Asian or Minority Ethnic), Disabilities Officer, Fresher's Officer (1st year Undergraduate), International Officer, LGBT+ (Open & Women's), Mature Students Officer, Part Time Students Officer, Postgraduate Research Officer, Postgraduate Taught Officer, Women's Officer.
31. All National conference (UK & Wales) delegate elections will follow the gender quota of 50% reserved places rounded down for female candidates, as set by NUS.

Issues Arising from Elections

32. In the event of a tied election the election shall be re-run.
33. In the event of a candidate resigning or being removed from office a by election will occur in accordance and at the discretion of the President & the Returning Officer Team.

Complaints

34. All complaints under these election rules concerning a candidate's conduct during the election, or of the election itself must be made in writing, or by email, to the Returning Officer Team by the close of poll. All complaints referring to the count must be within 24 hours of the announcement.
35. All complaints will be referred to the Returning Officer whose decision is final.

36. All complaints will receive a verbal or written response.
37. Penalties are at the discretion of the Returning Officer Team and the Returning Officer whose decision is final. (Penalties may include up to and include disqualification).
38. If the decision is taken to re-run the election, then the process will follow the election rules above.

Referendum

39. Annually the Union will run affiliation referendum which will coincide with the dates of Full-Time Officer Elections.
40. The wording and set up of the ballot for the affiliation referendum is decided by the president in conjunction with the Returning Officer Team.
41. A quorum of 3% is required to validate the affiliations referendum and a simple majority of those members who voted. However, this can vary between 3-5%.
42. Any request for a referendum that is in accordance with the Articles of Governance will be ran in the same manner as described in 40 & 41 of the election rules, the date for the ballot will be set no less than 21 term time days after the referendum submission.

Elections Review

43. These election rules are reviewed annually.
44. The returning officer team may, at its discretion propose amendments to the rules for any given election only with agreement of the majority of candidates.

SCHEDULE: HONORARY LIFE MEMBERS & PATRONS

Honorary Life Members

1. In accordance with Article 112.5 the Executive Committee may recommend the appointment or removal of Honorary Life Members of the Union. The Executive Committee shall also take recommendations from the student body regarding the Honorary Life Members of the Union. These shall be such persons as the Executive Committee considers to be fit, in accordance with the guidance and criteria as set out below:
 - 1.1 a person will be considered for Honorary Life Membership if they have given exceptional service to the Union, University or to the Union's members. This exceptional service maybe indirect in its nature but must have positively affected the position or welfare of students at Swansea University;
 - 1.2 the Executive Committee will from time to time develop and review the guidance and criteria set for recommending Honorary Life Membership.
2. The recommendations for Honorary Life Membership shall be sent for ratification to the Trustees. The Trustees shall have the power to veto any individual recommendation but must if they do so provide written reasons to the Executive Committee. The appointment or removal of Honorary Life Members shall be subject to final ratification by the Annual General Meeting following any such recommendation for appointment or removal.
3. Honorary Life Membership shall be subject to such rights and obligations as set out below:
 - 3.1 any Honorary Life Member may be able to access or use any service or facility of the Union except for the Advice Centre. However, it is noted that where relevant student members will be given priority on access to facilities and services limited by number. The Trustees and Executive Committee shall review the rights of access to services and facilities by Honorary Life Members from time to time as they see fit;
 - 3.2 any Honorary Life Member may become an associate member of a Union Society with the agreement of the society. However, it is noted that they must not be an officer holder or vote or nominate any candidate in any societal elections;
 - 3.3 such Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter;
 - 3.4 such Honorary Life Members must adhere to and respect the Articles of Governance, Schedules, policies and procedures of the Union. Any breach of these may lead to the Honorary Life Member being recommended for removal by the Executive Committee as not being fit to be an Honorary Life Member. It is noted that there shall be no appeal against such a removal by the Executive Committee following ratification by the Trustees Board and Annual General Meeting.

Patron

4. In accordance with Article 109.5 the Executive Committee may recommend the appointment or removal of a Patron of the Union. These shall be such persons as the Executive Committee considers to be fit, in accordance with the guidance and criteria as set out below:
 - 4.1 a person who will be considered to be fit to be a Patron shall be someone who will be able to be an ambassador for the policies and beliefs of the organisation, and who will be recognised as such by the members, University and the general public;

- 4.2 a person who will be considered to be fit to be a Patron shall not be a member of University staff or a current member of the Union;
 - 4.3 a person will be considered to fit to be a Patron if it can be demonstrated that they would be able to add value to the Union and to the position of Patron of the Union;
 - 4.4 the Executive Committee will develop and review from time to time the guidance and criteria set for recommending Patrons;
 - 4.5 a Patron shall act as an ambassador for the Union and will represent the interests of the Union and its members to wider society. Their exact duties shall be determined in consultation with the Trustees and Executive Committee.
5. Any recommendations for the appointment or removal of a Patron shall be sent for ratification to the Trustees. The Trustees shall have the power to veto any individual recommendation but must if they do so provide written reasons to the Executive Committee. The appointment or removal of a Patron shall be subject to final ratification by the Annual General Meeting following any such recommendation for appointment or removal.
 6. A Patron following their appointment by the Annual General Meeting shall have the right to be given notice of, to attend and speak (but not vote) at following Annual General Meetings of the Union as if a Member and shall also have the right to receive accounts of the Union when available to Members. A Patron shall not be considered to be a member of the Union.

SCHEDULE: OFFICER DUTIES & OFFICER REMOVAL

1. In accordance with Article 37-43 the duties of elected officers of the Union shall be reviewed and agreed annually by the Executive Committee and ratified by the Trustees Board.
2. The payment and employment contract of Full-Time Officers of the Union shall be determined by the Co-opted Trustees of the Union and will be reviewed annually. The Co-opted Trustees shall report their decisions to the Audit Committee for information.
3. The posts which shall be elected as Full-Time Officer Trustees and Executive Committee Members shall be outlined in the Committees & Forums Schedule.
4. Trustees and Executive Committee Members shall be covered by a Code of Conduct. On taking office each elected officer will have to sign to say that they have both read the Code of Conduct and agree to abide with it. Failure to adhere to the Code may lead to the officer in question being referred to the Disciplinary Procedure.
5. The Code of Conduct shall be devised and reviewed by the Trustees in consultation with the Executive Committee. The Code of Conduct will be reviewed annually by the Trustees.

Removal of Full-Time Officer Trustees

6. The removal of Full-Time Officer Trustees shall be carried out in accordance with Article 98-99 and the Appointment and Removal of Trustees Schedule.

Removal of Executive Committee Member

7. In accordance with Article 115 the office of an Executive Committee Member shall be vacated if a motion of no confidence passed through a referendum in accordance with the Elections and Referenda Schedule.
8. An Executive Committee Member is deemed to have resigned if the member has missed three consecutive meetings of the Executive Committee without the agreement of the Executive Committee.
9. An Executive Committee Member may be removed from office if the member is found guilty under the Disciplinary Procedure and their membership has been suspended in accordance with the procedures.

Removal of other Elected Officers

10. Elected representatives from Representative & Liberation Forums (who are not Executive Officers) and Faculty Representatives from the Education Committee may be removed by a simple majority vote of the Forum or Assembly. In such circumstances written notice of such a motion must be included on the agenda of the meeting and sent to the individual involved one week in advance of the meeting.
11. Elected representatives as described in 10 may also be deemed as having resigned if the representative has missed three meetings of the relevant Forum or Assembly without the agreement of the Forum or Assembly.

12. Elected representatives as described in 10 may be removed from office if the representative is found guilty under the Disciplinary Procedure and their membership has been suspended in accordance with the procedures.

SCHEDULE: OPT-OUT OF MEMBERSHIP OF SWANSEA UNIVERSITY STUDENTS' UNION

1. Students have a right under the Act to opt-out of membership of the Union as outlined in the Articles of Governance of the Union and in the Code of Practice.
 - 1.1 Students who wish to exercise the right of opt-out of membership should write to the Registrar of the University confirming this wish.
 - 1.2 To avoid frivolous or tactical opting-out and re-joining, students may only opt-out of membership and rejoin once within an academic session.
 - 1.3 The Registrar of the University will inform the President of the Union of the names of those students who have exercised their right of non-membership as soon as practically possible each session.
 - 1.4 Students will be informed of their right not to be a member, of the mechanism by which they can exercise that right and what the consequences of non-membership will be and of any service made available for those students who have opted-out of membership. The University will publish annually in its undergraduate and postgraduate prospectuses a statement conveying this information. The University will also include a statement conveying the information to students commencing study and returning students in pre-registration materials.

2. It is the responsibility of the University Council under the Act to ensure that students who exercise the right of non-membership are not unfairly disadvantaged with regard to the provision of services or otherwise by reason of their having done so.
 - 2.1 Students who exercise the right of non-membership shall enjoy all of the facilities provided by the University for its students including use of the Union building and all of the social, catering and welfare services provided by the Union, except that:
 - 2.1.1 they will not be permitted to stand for Union office, or office in any Union-affiliated club or society, or to participate in the elections for such offices or participate in any of the democratic processes of the Union;
 - 2.1.2 on joining any Union-affiliated club or society they may be required to pay an additional fee, the amount to be determined by the Union Board of Trustees, but which will not exceed £20;
 - 2.1.3 on the occasions when priority access to events in the Union is restricted to members, they will enjoy only that access accorded to non-members.
 - 2.2 The University has made no special arrangements for the provision of services or facilities for non-members of the Union, since it is satisfied that the provision made by the University and the Union for all students, whether they are members of the Union or not, is sufficient to ensure that those who have exercised the right of non-membership under the Act are not unfairly disadvantaged.
 - 2.3 Students who have exercised the right of non-membership will be able to stand for those offices and to participate in the elections for those offices open to all students e.g. the student membership of a Faculty/Schools Board (or equivalent body) and representatives on Staff Student Liaison Committees.
 - 2.4 There will be no financial compensation to students who have exercised their right of non-membership.

SCHEDULE: PROCEEDINGS & STANDING ORDERS

Proceedings at Annual General Meetings

1. An Annual General Meeting shall be held in accordance with Articles 26-32. The Chair of Trustees shall chair the meeting. In their absence another Full-Time Officer Trustee shall chair the meeting.
2. A Trustee may, even if not a student member, attend, vote and speak at any General Meeting.
3. The Chair may, with the consent of a meeting (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 dealt with at an adjourned meeting other than the business which might properly have been dealt with at the original meeting. 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.
4. Votes shall be taken in accordance with Article 31 & 32.

Proceedings of Trustees

5. Subject to the provisions of Articles 87-96 the Trustees may regulate their proceedings as they think fit.

Proceedings of Finance & Resources Committee, Personnel Committee and Audit Committee

6. The proceedings of the of the Finance & Resources Committee, Personnel Committee and the Audit Committee shall be regulated by the Committee but shall be subject to the provisions in the Articles of Governance. The Audit Committee shall meet at least twice per year. Both the Finance & Resources Committee and the Personnel Committee shall meet at least five times per year.
7. The Chair of the Finance & Resources Committee shall be the Societies & Services Officer.

Proceedings of Executive Committee

8. The proceedings of the Executive Committee shall be subject to the provisions of Articles 110-114.
9. The Executive Committee shall meet preferably every three weeks during University term-time.
10. The quoracy of the Executive Committee shall be 50% (rounded up) of all elected officers. The 50% will also have to include 3 Full-Time Officers in order to be quorate.
11. There shall be an Annual Conjoint Meeting of the Executive Committee held as the last meeting of the given academic year, where both the current and incoming Executive Officers shall be in attendance and allowed to vote.

12. The Executive Committee shall be subject to the Standing Orders of the Union.

Proceedings of Student Forums

13. The proceedings of Student Forums shall be subject to the provisions of Articles 116-118.
14. The Executive Committee shall call at least three Student Forums in the academic year. These meetings shall be in addition to the Annual General Meeting.
15. The Chair of Trustees shall chair the Student Forums. In the Chair's absence, the Student Forum will be chaired by another Full-Time Officer Trustee.
16. Student Forums shall be subject to the Standing Orders of the Union.

Proceedings of Education Committee

17. The proceedings of the Education Committee shall be subject to the provisions of Articles 122-125.
18. There shall be at least four meetings of the Education Committee per academic year.
19. The Chair of the Education Committee shall be the Education Officer. In the Chair's absence, the Education Committee will be chaired by another Full-Time Officer Trustee.
20. The Education Committee shall be subject to the Standing Orders of the Union.

Proceedings of Liberation and Representative Forums

21. Subject to the provisions of Article 126 each Liberation and Representative Forum may regulate their proceedings as they see fit.
22. The Chair of each forum will be the Executive Officer with the respective portfolio, unless where there is not a relevant Executive Officer and the Forum shall elect a Chair from its membership whose period of office will be one Academic year.
23. The frequency of each forum shall be under the discretion of the relevant Executive Officer.

Application of the Standing Orders

24. The Standing Orders of the Union shall apply to the following meetings; Student Forums, Executive Committee and Education Committee.
25. The Trustees in the setting up of any new or existing committee may also apply the following Standing Orders as they see fit.

The Standing Orders

26. The Chair of the meeting shall regulate all discussion and her/his ruling shall be final on all matters of procedure. She/he will have the casting vote. There shall be order when the Chair is speaking. The Chair may only interrupt business at anytime, to call the meeting to order.

27. If the Chair wishes to address the meeting on any motion she/he must vacate the Chair at the meetings discretion. She/he may not return to the Chair until the end of that motion or issue.
28. Motions to Union Meetings of whatever source, should be handed into the Union General Office or the Clerk by 12 noon, 8 days in advance of the meeting and be subsequently published. Amendments should be similarly submitted by 12 noon, 2 days in advance.
29. Any student member may present motions to the Executive Committee and Student Forums.
30. When attending the Executive Committee student members who do not hold elected office, must request speaking rights from the Executive Committee and have no voting rights.
31. No amendment may be put in that is contradictory to the motion to which is refers.
32. Only Emergency Motions may be accepted on the day of the meeting.
33. Emergency Motions must be handed into the General Office or the Clerk by 12 noon on the day of the meeting.
34. An Emergency Motion is one whose substance concerns events occurring after the deadline and which could not be deferred to the next meeting of that Committee or Meeting.
35. Each motion or proposed amendment to a motion should be discussed in the following manner:
 - it should first be proposed
 - then opposed
 - then seconded
 - then opposed
 - then a number of speeches for and against the motion should be taken (number and length to be specified by the Chair).

The proposer has the right to sum up immediately before the vote is taken, but no new material may be introduced during this speech.

A basket debate on the motion may take place at the Chair's discretion. The Chair may decide whether to balance the basket before a vote is taken.
36. The proposer and seconder of a motion must be present when it is discussed, though they may waive their speaking rights to another speaker.
37. Non-members, Patrons and Honorary Life Members of the Union may speak on a motion if a majority of the meeting so desires. Such a majority shall be the assenting vote of 51% of the members present.
38. A motion must be proposed and seconded by a Trustee or student member of the Union.

39. Voting should normally be by a show of hands, though by secret ballot if a simple majority of members present wish it. A count shall be taken at the discretion of the Chair if requested. Recounts may be requested until the same decision is passed twice in a row.
40. It shall be competent for the Chair in the absence of discussion on a motion to ask if there is any discussion or opposition, and in the absence of any response declare the motion carried.
41. Points of order may be raised in the following order:
- a) Request for quorum count;
 - b) Request for a re-ballot
 - c) Request for a ruling interpretation
 - d) Other points of order
- Points of order have precedence over all other business but may not be raised during a speech or vote unless relating to the conduct of that vote.
42. Points of information may be made during a debate providing that they are concise and clarify the matter being discussed.
43. The following procedural motions may be brought up at any time during the meeting and shall take precedence over any matter being discussed except points of order:
- a) the motion/amendment now be voted on;
 - b) the motion/amendment not be put;
 - c) the matter be referred to another Committee of the Union for further discussion;
 - d) that the matter be left until further information has been obtained;
 - e) the Chair's ruling be challenged;
 - f) a vote of no confidence in the Chair;
 - g) that the motion be voted on in parts;
 - h) that a Standing Order be suspended for a specified length of time for a specified reason;
 - i) that the meeting shall terminate.

Procedural motions shall be voted on after at least 1 speech in favour and 1 against.

In 43(a), (b), (c), (d), the proposer of the original motion has the right of reply.

In 43(e), (f), the Chair has the right to make the final speech.

All procedural motions require a simple majority.

43(g) may be used if a person supports a motion, but disagrees with parts of the motion's text.

- They must first specify which parts they wish to remove and then have the right to a speech in favour of the removal.
- Speech against the removal.
- Vote taken on the removal.

If passed (by simple majority) a new debate on the original motion with its parts removed will begin in the normal way.

If rejected the debate will continue on the original motion as submitted.

44. Once debate on a motion has started nothing may be added or altered.
45. Before debate has started on a motion small changes may be made to the motion with the agreement of the proposer and seconder as long as the essence of the motion is not changed. In the case of such a proposal the Chair or the General Secretary should be approached first and their discretion used.
46. Questions to officers and representatives of the Students' Union of whatever source should be handed to the Union General Office or the Clerk by 12 noon a day in advance of the meeting. However, there may be an opportunity for questions to be taken from the audience.
47. Order of business for Executive Committee and Student Forum shall be as follows:
 - a) Apologies
 - b) Declarations of Interest
 - c) Minutes of:
 - i) Last meeting
 - ii) Committees and other Union Meetings
 - d) Matters Arising
 - e) Trustee Reports
 - f) Executive and other Reports
 - g) Constitutional Amendments or Referenda
 - h) Motions -
 - Campus and Local
 - National
 - International
 - i) Emergency Motions
 - j) Other agenda items
 - k) Officer and Representative question time
 - l) Any other business
 - m) Date of next meeting
48. The order of the agenda may only be altered at the start of the meeting through the procedural motion to suspend Standing Orders.
49. In the event of any disorder and only if a majority of members present agree, the Chair may ask for the removal of the offending person(s).
50. A motion may be withdrawn only before the discussion has started on that motion.
51. Union policy shall lapse at the last Annual Conjoint Meeting of the Executive Committee of the 3rd year after its passing, unless an objection is raised. In this case one speech against the policy lapse and one speech for will occur and a simple majority shall retain the policy.
52. All matters of contention should be resolved at the discretion of the Chair and the General Secretary.
53. The final decision regarding the interpretation of these Standing Orders lies with the Chair and the General Secretary.

54. The quorum level for all meetings is set out within the Constitution. Any meeting shall be presumed quorate, unless and until the contrary is shown.

SCHEDULE: STAFF PROTOCOL

Preamble

1. The Union exists in order to promote the development of its members both as individuals, and as a community, and to enable them to experience education in its widest sense as a result of participation in the communal activities within the University and in the wider community. The Union exists to enhance the quality of life enjoyed by its members.
2. In order to promote these objectives, the Union is established as a collective self-governing organisation of its members.
3. Central to the achievement of its purposes and principles, among its resources are the employed staff of the Union, who provide professional advice, managerial expertise, continuity, and day to day operation and implementation.

Reasons for Agreement

4. The purpose of this protocol is to clarify the relationships between students, their elected officers, trustees and employed staff.
5. This agreement is drawn up to ensure that the Union complies with all employee and employment protection legislation that may from time to time be enacted by the Government of the day.
6. This agreement confirms that the Personnel Committee acts with the full authority of the Union provided only that the Personnel Committee remain within the terms of reference as laid down in Articles of Governance and the Schedules.
7. This agreement protects the individual employee from breaches of confidentiality.
8. This agreement ensures and guarantees that staff contractual matters are to be dealt with only by the Chief Executive Officer and the Personnel Committee pro term of the Union.
9. This agreement ensures that the Union is protected from interference in its policy-making affairs by its employed staff.
10. This agreement ensures that the Union will strive to be an Equal Opportunities Employer.
11. This agreement commits the Union to the promotion of sound employment practice, and good staff relations.

Personnel Committee

12. There shall be a Personnel Committee, as indicated in the Articles of Governance, with responsibility for staff matters.

13. In accordance with the Articles of Governance and the terms of reference of the Personnel Committee, the Personnel Committee shall have sole responsibility for, and discretion as to the terms and conditions of the employment of all members of employed staff including the amount of, or any variation from time to time in, the amount of the remuneration to be paid in each case, and anything done or decided by the Personnel Committee and Trustees pursuant to this section shall be binding, and shall have effect without notification or enquiry by the Executive Committee or any other body whatsoever.
14. The Personnel Committee and Trustees shall maintain contact with, and negotiate with the staff Trade Unions recognised within the Union.
15. The Personnel Committee shall, before making any major changes in terms and conditions, consult and negotiate with those Trade Unions that represent staff within the Union.
16. The Personnel Committee is responsible for all other staffing matters for which formal terms are not laid down in this, or other written agreements.

Staff Responsibilities

17. Staff members may advise Officers and Trustees of the Union on any matter within their area(s) of work, but shall not seek in any other way to influence the policy-making processes of the Union.
18. Staff members will not take part in public discussion of Union policy-making issues, nor give public expression to direct criticisms of the Union as a result of the policies that may or may not have been adopted by the Union.
19. Staff will not comment to representatives of the media, including the student media, as members of employed staff, except with the express permission of the Chief Executive Officer and/or Trustees.
20. Staff members may not involve themselves in any way with the activities of those Union recognised societies that are designated as political.

Officer Responsibilities

21. With the exception of the responsibilities 17-20 listed above, the Officers and Trustees of the Union shall under no circumstances permit, or take part in, discussion of matters relating to the responsibilities, conditions of employment, contracts, job specifications, performance, or conduct of members of the employed staff (unless the disclosures are subject to the agreed Whistle-blowing Policy):
 - 21.1 in meetings, formal or informal, with members of the Union, the University, International College Wales Swansea or the University of Wales;
 - 21.2 in any outside correspondence, publications, or by contributions within any of the media controlled by, or produced under, the auspices of the Union;
 - 21.3 with any outside agency or body.

Complaints about Staff Members

22. Any individual member of the Union having cause for comment over the conduct of an individual staff member, or group of, Union employed staff, shall raise the matter in confidence, with the Chief Executive Officer, in the first instance, or with the Chair of the Trustees in accordance with the Union Complaints Procedure.

Complaints by Staff

23. Any member of employed staff having cause for comment over the conduct of any individual member, or group of members of the student body shall raise the matter in confidence with the Chief Executive Officer, in the first instance.
24. Any member of employed staff having cause for comment on a matter relating to them as an individual member of staff shall raise the matter, in confidence, through the management structure of the Union or where appropriate, and again in confidence, with the Chief Executive Officer in accordance with the agreed Staff Grievance Procedure.

Discipline & Grievance Procedure

25. The Union will have, and operate, a Discipline & Grievance Procedure agreed with the recognised Trade Unions. This procedure will be followed, where necessary, as a result of any matters that may arise out of complaints against staff.

Ultra Vires

26. In view of the fact that Senior Staff can be held personally liable for Ultra Vires payments: such staff may, on occasion, find themselves unable to agree with the facilitation of a particular payment because of a genuine conviction that the payment is Ultra Vires; even after full discussion, both informally, and within the Finance and Resources Committee or Trustees Board. At this point, the following steps should be followed:
 - 26.1 the staff member should re-acquaint her/himself with the guideline advice issued by the Charities Commission;
 - 26.2 if it is considered that a particular payment, or contemplated payment, might be Ultra Vires the staff member should institute further enquiries to ascertain the exact nature of the payment;
 - 26.3 if, after making such enquiries, the staff member is still in doubt, then legal advice should be sought. Such legal advice should be paid for from Union funds;
 - 26.4 if, after taking legal advice the circumstances warrant it, the staff member should set out in writing to the Trustees and the University their objections to making payment. The staff member must also consider any counter-arguments made by the Finance and Resources Committee and Trustees Board which must be minuted;
 - 26.5 if, at the end of this process the staff member remains of the view that the payment, or contemplated payment, is Ultra Vires, then they should not facilitate the payment in any way, and must communicate that decision in writing to the Trustees and the University.

Guiding Principles

27. It is the intention of staff, trustees and students of the Union to maintain the best possible working relationships.

28. All members of the Union who work with, and encounter employed staff, recognise the rights of employed staff to receive proper and consistent treatment as employees.
29. All parties covered by this protocol will treat each other with courtesy and respect.
30. While each new Personnel Committee will wish to establish its own particular relationship with Union employed staff, it is recognised that this agreement, together with other agreements and contracts between the Union and its employed staff, will be recognised as contractual in the event of any dispute.

SCHEDULE: WHISTLE-BLOWING PROCEDURE

Overview

1. The Nolan second report on standards in public life recommended that a procedure should be put in place that would enable staff and members to raise concerns in confidence about fraud, malpractice, health and safety or unethical conduct within organisations.

It is often the case that staff or members will be the first to see or suspect misconduct of some kind that may, in a small number of cases, turn out to be serious malpractice, fraud or corruption. If employees do not have the confidence to raise concerns about malpractice internally, they might keep it to themselves. Alternatively, they may feel driven to approach the media, which is unsatisfactory for both the member and the Union. It is therefore important that members and staff have a safe and accessible procedure whereby such concerns can be raised in a confidential manner. The advantages of a Whistleblowing procedure may be summarised as follows:

- To provide a channel and process for staff and members to raise genuine and legitimate concerns
- To deter serious malpractice
- To avoid crisis management and public criticism, and
- To promote accountability throughout the Union

The procedure that follows is designed to allow all involved to act professionally and with propriety, to preserve the confidentiality of the person raising the concern and to ensure that the concern will be fully and impartially investigated before it enters the public domain.

Staff and members are protected from disciplinary action or other unfavourable treatment if they make disclosures in accordance with the Public Interest Disclosure Act 1998. (It is now accepted that Whistleblowing includes both the raising of the matter internally as well as a wider disclosure). Staff and members may also be protected under Article 10 – The Right of Freedom of Expression, under the Human Rights Act 1998.

A Whistleblowing procedure is not meant to be a mechanism for staff or members to raise grievances about their personal situation. The Complaints Procedure and Staff Grievance Procedures are in place to deal with such matters.

2. Within the Union, most staff and officers make every effort to maintain high standards of probity in their dealings with other staff and students. On those rare occasions when this is not so, members of staff and officers are often the first to realise that there may be something seriously wrong. However, they may not express their concern because they feel that speaking up would be disloyal to their colleagues. In the circumstances it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.
3. The Union encourages staff and members to raise genuine concerns about malpractice at the earliest practicable stage. Malpractice within the Union is taken very seriously.

4. This procedure is intended to provide safeguards to enable staff and members to raise concerns about malpractice in connection with the Union. The aim is to provide a rapid mechanism under which genuine concerns can be raised internally and, if necessary, externally without fear of adverse repercussions to the individual. It is so also intended to promote throughout the Union a culture of openness and a shared sense of integrity by inviting all staff and members to act responsibly in order to uphold the reputation of the Union and to maintain public confidence.
5. This procedure also seeks to balance the need to provide safeguards for staff and members who raise genuine concerns about malpractice against the need to protect other staff and officers against vexatious or mischievous allegations which can cause serious difficulties to innocent individuals.
6. Staff and members should be aware that they will be subject to disciplinary procedures if it is established that any allegations made are found to be vexatious or mischievous.

Malpractice

7. Matters regarded as *malpractice* for the purposes of this procedure are as follows:
 - Fraud or financial irregularity
 - Corruption, bribery or blackmail
 - Criminal offences
 - Failure to comply with a legal or regulatory obligation
 - Miscarriage of justice
 - Endangering the health or safety of any individual
 - Endangering the environment
 - Improper use of authority
 - Serious financial mal-administration arising from the deliberate commission of improper conduct
 - Unethical conduct
 - Deliberate concealment of information which tends to show evidence of any of the above

This list is not intended to be exhaustive and staff /members are encouraged to raise any other concerns, which they may have about any matters, which may threaten the interests of Union, its employees, officers, members, University or the public.

Designated Assessors

8. The Board of Trustees will ensure that at least two of the Co-opted Trustees and/or the Chair of the Audit Committee with the relevant standing and experience will be designated as the *Designated Assessors* and that one of them shall be designated as *The Lead Assessor*.
9. The Board of Trustees will select any new Assessor(s). The Trustees may revoke any such designation from time to time and appoint new Designated Assessors following the selection procedure as outlined above.

10. The Lead Assessor will co-ordinate the training of the Designated Assessors in the use of this procedure and will produce an annual report to the Board of Trustees and the Audit Committee of the number of occasions when this procedure has been formally invoked and their outcome.

Procedure for Raising a Concern of Malpractice

11. This procedure applies to disclosure by an individual (*the Discloser*) who is a member or staff member and who has grounds to believe that malpractice has occurred, is occurring or is likely to occur in connection with the Union (whether on the part of an employee, a member, or officer(s)).
12. The Discloser should contact the Clerk to the Trustees, who will arrange contact between one of the Designated Assessors and the Discloser.
13. The Discloser should as soon as possible disclose in confidence the grounds for the belief of malpractice to one of the Designated Assessors. The choice of Designated Assessor will be for the Discloser, but a Designated Assessor may decline to become involved on reasonable grounds including possible previous involvement or interest in the matter concerned, incapacity or unavailability or if a designated assessor is satisfied after consulting the Lead Assessor, that some other Assessor would be more appropriate to consider the matter in accordance with the procedure.
14. The Designated Assessor will offer to interview the Discloser in confidence as soon as possible. The purpose of the interview will be for the Designated Assessor to obtain as much information as possible from the Discloser about the grounds for belief of malpractice and to consult with the Discloser about further steps, which could be taken. The Discloser may be accompanied by a Trade Union representative, another member or colleague at the interview. The Designated Assessor may be accompanied by an administrative assistant to take notes, which will not identify the Discloser. For safeguards in relation to confidentiality, see paragraphs 24-31.
15. In order to encourage an employee or member to raise a legitimate concern without fear of the confidentiality of the matter being accidentally *leaked* in any way, the concern may be expressed orally. The Designated Assessor will make a full note (which will not identify the Discloser), and a copy of the written record will be made available to the Discloser. All responses to the Discloser will be in writing and will be sent to his/her home address rather than through the internal mail. Concerns may be submitted in writing to the chosen Designated Assessor who will ensure that such written concerns will be held securely and not revealed to any third party without the Discloser's consent.

Further Steps

16. As soon as possible after the interview (or after the initial disclosure if no interview takes place) the Designated Assessor will recommend what further steps should be taken. Such steps may (without limitation) include one or more of the following:
 - That the matter should be investigated internally by the Designated Assessor in consultation with such internal/external bodies as may be deemed appropriate

- That the matter should be reported to the Trustees, University, Charity Commission or other appropriate public authority.
 - That the matter should be reported to the police.
17. Any recommendations made under this procedure will be made by the Designated Assessor to the Chair of Trustees unless it is alleged that the Chair is involved in the alleged malpractice or unless there are any other reasonable grounds for not doing so in which case the recommendations will be made to the Vice- Chair or the University Registrar. In any case, the recommendations will be made without revealing the identity of the Discloser save as provided in paragraph 24 below. The recipient of the recommendations will take all steps within his or her power to ensure that they are implemented.
18. Once the Chair (or other recipient) has decided what further steps (if any) should be taken, the Designated Assessor will inform the Discloser of the decision. If no further steps by Union are proposed, the Designated Assessor will give the reason for this.
19. The grounds on which the Designated Assessor may recommend that no further action should be taken by the Union are as follows:
- That the Designated Assessor is satisfied that the Discloser does not have a reasonable belief that malpractice within the meaning of this procedure has occurred, is occurring or is likely to occur; or
 - That the Designated Assessor is satisfied that the Discloser is not acting in good faith; or
 - That the matter concerned is already the subject of legal proceedings, or has already been referred to the police, University, Charity Commission or other public authority; or
 - That the matter is already (*or has already been*) the subject of proceedings under one of the Union's other procedures relating to staff, officers or members.
20. If the Discloser is not satisfied that their concerns are being dealt with satisfactorily, the Discloser can then raise the issue with the Clerk to the Trustees. The Clerk can then refer the matter to another Assessor and again, the Discloser will be entitled to be informed of the outcome of that investigation as far as possible, subject to the rights of any third parties and to be made aware of what steps have been taken in response to the concerns.

External Disclosure

21. If having followed this procedure, the Discloser is not satisfied with the further steps (*if any*) decided upon or the outcome of any such steps, the Discloser may raise the matter concerned on a confidential basis directly with police, University, Charity Commission or other appropriate public authority. Before taking any such action, the Discloser will inform the Designated Assessor.
22. The Discloser may also raise the matter in accordance with paragraph 21 above, if the Discloser has reasonable grounds for believing that all of the available Designated Assessors are or were involved in the alleged malpractice or that the Discloser will be subjected to a detriment as a result of making the disclosure.

23. The Discloser may at any time disclose the matter on a confidential basis to a professionally qualified lawyer for the purpose of taking legal advice.

Safeguards

24. Any report or recommendation by the Designated Assessor in relation to the matter will not identify the Discloser, unless the Discloser otherwise consents in writing or unless there are such reasonable grounds to believe that the Discloser has acted maliciously. In the absence of such consent or grounds, the Designated Assessor will not reveal the identity of the individual as the Discloser of the information under this procedure except:
- Where the Designated Assessor is under legal obligation to do so; or
 - Where the information is already in the public domain
25. Any documentation (*including computer files and discs*) kept by the Designated Assessor relating to the matter will be kept secure, so that as far as practicable only the Designated Assessor shall have access to it. As far as practicable, any documentation prepared by the Designated Assessor will not reveal the identity of the individual as the Discloser of information under this procedure.
26. Where the Discloser involves a Trade Union representative, friend or colleague in this procedure, the Discloser will be under an obligation to use all reasonable endeavours to ensure that the accompanying individual keeps this matter strictly confidential save, as permitted under this procedure, as required by law, or until such a time as it comes into the public domain.
27. The Discloser will not be required by the Union without his/her consent to participate in any enquiry or investigation into the matter established by the Union unless there are reasonable grounds to believe that the Discloser may have been involved in misconduct or malpractice.
28. Where the Discloser participates in any such enquiry or investigation, the participation will usually be required to be on an open rather than a confidential basis, although the obligations of the Designated Assessor under paragraph 27 of this procedure will remain in relation to the identity of the individual as the original Discloser of information under this procedure.
29. The Union will not (*and it will take all reasonable steps to ensure that its employees, officers or members do not*) subject the Discloser to any detriment, on the grounds of the Discloser's disclosure of information under this procedure. The Discloser should report any complaints of such treatment to a Designated Assessor. If the Discloser wishes the Designated Assessor to take action in relation to such complaints, the Discloser may be asked to consent in writing to the Designated Assessor revealing the Discloser's identity for the purposes of any such action.
30. In relation to paragraphs 24 - 29 above, if at any time the Designated Assessor feels bound under the terms of this procedure to reveal the identity of the Discloser to a third party, then the Designated Assessor will first inform the Discloser in writing, giving reasons.

31. Victimisation or other unfavourable treatment of an employee or members because that person has raised concerns under this policy, or in order to deter that person from raising such a concern, will not be tolerated and will be treated as a serious disciplinary offence under the disciplinary procedure.

Protection Against Disciplinary Action

32. No disciplinary action will be taken against a Discloser on the grounds of a disclosure made by the Discloser in accordance with this procedure, unless it is established that the disclosure was malicious or vexatious. However, if an employee or member has abused this policy to make false or malicious allegations, this will be treated as a serious disciplinary offence under the relevant Disciplinary Procedures.

Review of Procedure

33. The Board of Trustees from time to time may amend this procedure, following consultation with the Executive Committee, members and University in accordance with Article 55.

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