**Constitution of Edinburgh College Students’ Association**

We Edinburgh College Students’ Association are a students’ association within the meaning of the Education Act 1994. We act as a voice for our members and are devoted to their educational interests and welfare. ***Edinburgh College*** provides us with funds to help us meet our objects as set out below.

1. **Objects (aims)**

We aim to advance the education of students at Edinburgh College for the public benefit by:

* + - 1. promoting the interests and welfare of students at Edinburgh College during their course of study and representing, supporting and advising students;
      2. being the recognised representative channel between students and Edinburgh College and any other organisation outside Edinburgh College and
      3. providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of our students.

1. **Powers**

So that we can carry out our objects, we have the power to:

* + - 1. provide and promote activities, services and facilities for our members;
      2. raise funds and receive grants and donations;
      3. trade while we are carrying out any of our objects and carry on any other trade which is not expected to lead to taxable profits; and
      4. do anything which is lawful to achieve our objects.

1. **Members**
   1. Our members are:
      * 1. all students aged 16 and over who are registered at Edinburgh College and have not opted out of membership of our association; and
        2. our sabbatical officers
   2. The Trustee Board will set up and monitor a ‘code of conduct’ that all members must keep to, including when members are involved in activities or at events that are run or organised by us. The code of conduct may include action if you break the code of conduct, including suspending or removing any or all of your rights and privileges of membership (including holding office).
   3. You can use our facilities and take part in our educational, social, sporting and cultural activities. You can speak and vote at our meetings, nominate other members, stand and vote in our elections, and hold office in clubs and societies.
   4. Registered students of Edinburgh College under the age of 16 shall not be members of our association, but may take part in certain activities, as agreed by the Executive Committee and any forum for students under the age of 16 and approved by the Student Representative Council. Students under the age of 16 will not be given an NUS card or a card bearing the NUS logo.
2. **Referenda**
   1. A referendum, in which all members will be allowed to vote, may be called on any issue by:
      * 1. a majority vote of at least two thirds of the Association Executive; or
        2. the trustees on receipt of a petition setting out the issue and the name, course, union card number and signature of at least 200 members.
   2. Policy set by a referendum shall mandate the Association subject to clause 8.5.
3. **Elections**
   1. Sabbatical office holders will be elected from our members by a secret ballot. Election procedures will be specified in the Schedules.
   2. The sabbatical officers will be ‘major union office holders’ for the purposes of Section 22 of the Education Act 1994 and will enter into a contract of employment with Edinburgh College. The duties and terms of employment of each sabbatical officer will be set out in the schedules.
4. **The Executive Committee**
   1. There will be an Association Executive chaired by the President or their nominated representative.
   2. The Association Executive Committee will include the President and such other sabbatical officers and non-sabbatical officers who are elected in line with the schedules. Executive Members shall hold office from 1st July to 30th June each year.
   3. The Executive Committee will run the association on a day-to-day basis in line with this constitution and its schedules, any relevant legislation and any decisions the members make at an AGM or referendum, or decisions made by the Board of Trustees.
   4. Executive Officers will no longer be officers if:

(a) they resign by giving us notice in writing;

(b) they fail to go to two executive meetings in a row without sending apologies and the Executive decide that they should be removed for this reason; or

(c) if sabbatical, a motion of no confidence in the officer is passed by a 66% majority in a General Meeting of students as specified in the Schedules.

(d) Executive officers can also have the office removed under the code of conduct.

1. **Trustees**
   1. The trustees are responsible for overseeing the way the association is managed, and our governance (having proper arrangements in place for overseeing what we do), budget and strategy.
   2. The trustees can override any decision or policy made by the members at a referendum, or by the Executive Committee which:
      * 1. has or may have serious financial effects for us;
        2. is or may be against the law or contravenes the constitution; or
        3. in the opinion of the Trustees is seriously damaging to the Association or its members.
   3. The trustees will be:
      * 1. all sabbatical members of the Association Executive Committee; and
        2. not more than 5 other trustees who will be appointed by the Executive Committees. These should include 3 persons who are not students at the College and may include up to 2 lay students.
   4. A trustee will no longer be a trustee if:
      * 1. they are a sabbatical trustee and they stop being an employee of the Association or Edinburgh College;
        2. they resign by giving notice in writing;
        3. they fail to attend two trustee meetings in a row without sending apologies and the trustees decide that they should be removed for this reason; or
        4. a motion of no confidence in the trustee is passed by a 66% majority at a General Meeting.
   5. If a trustee resigns, is disqualified or is removed from office, a new trustee will be appointed in line with the schedules.
   6. The trustees must hold at least four meetings each year.
   7. The President will be the chairperson of the trustees. If he or she is not available, the trustees at the meeting will appoint another trustee to act as chairperson.
   8. At least a third plus one of the current trustees must be present at trustees’ meetings to be able to make decisions.
   9. The trustees will make decisions by a majority vote. If there is an equal number of votes on an issue, the chairperson will have a casting vote on top of any other vote they may have.
   10. A meeting of the trustees must be called by the President if requested to do so by two Trustees.
   11. Trustees cannot receive any money or property from us except:
       * 1. their reasonable out-of-pocket expenses;
         2. reasonable payment to a sabbatical officers trustee for any services they have provided to us (including services provided under a contract of employment with us) as long as the trustee follows clause 7.12 in relation to any decisions regarding the payment, and less than half of the trustees receive such a payment in any financial year.
   12. If a Trustee has a personal interest in a matter being discussed they must declare their interest. If there is a clear conflict of interest, they will have to leave the meeting while the matter is being discussed and will not be able to vote on the matter.
2. **Being affiliated to other organisations**
   1. We will include details of all links to other organisations, including the names of the organisations and each fee paid, in our annual report. Our annual report is available to all our members and to Edinburgh College.
   2. If our members want to object to a current link to any particular organisation, they must present a petition, signed by at least 200 members, to the President. We will call a referendum on the issue and hold it in line with the schedules. We cannot hold another referendum about the same matter in the same academic year.
3. **Clubs and societies**

Clubs and societies may be recognised by the Executive as long as they meet the requirements set out in the schedules and are in line with our objects.

1. **Complaints procedure**

If we receive any complaints about an individual officer, the Executive Committee or any association volunteer, we will deal with these under the complaints procedure set out in the schedules.

1. **Finance**
   1. We will receive funds from the Edinburgh College to allow us to carry out our objects. We will present a budget to the College and account for any expenditure as required by the College.
   2. We will prepare annual accounts to meet statutory requirements.
   3. Our money and property must only be used to help us carry out our objects.
2. **Schedules & Protocols**
   1. The Board of Management of the College shall agree schedules relating to the elections, the number and role of Sabbatical Officers and code of conduct and they shall be subject to amendment in the same way as this constitution.
   2. Other Schedules may be made or amended by the trustees in consultation with the Executive relating to how we run our association, as long as these schedules are consistent with this constitution. All changes shall be reported to the Board of Management of the College.
   3. The College Director of Finance and Director of HR shall agree the Financial and HR Procotols respectively
3. **Minutes**

Minutes shall be kept of meetings of trustees, the Executive Committee and General Meetings.

1. **Protection against liability**

Every trustee will be, and every other officer or auditor of our association may be, covered against any liability they face in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted, or in connection with any application in which the court finds they have not been negligent, not failed to carry out their duties or not broken trust in relation to our work, and against all costs, charges, losses, expenses or liabilities they face in carrying out their duties.

1. **Winding up**

If we are wound up, any money or property remaining after all our debts have been paid will belong to and be held by Edinburgh College in trust for the purposes of a students’ association that represents the students of Edinburgh College.

1. **Amendments to the constitution**
   1. The trustees and Board of Management of Edinburgh College will review this constitution every three years from the date of this constitution.
   2. We must get written permission from the Office of the Scottish Charity Regulator (OSCR) before we make any amendment to clause 1 (Objects), change our name, or start winding up or amalgamating with another association.
   3. The constitution can be amended by a resolution passed at by an Executive meeting by at least two thirds of those present and entitled to vote and approved by the Trustees and the Board of Management of Edinburgh College.
   4. The Board of Management of Edinburgh College can amend the constitution after consultation with the Executive and Trustees.
2. **Interpretation**
   1. If anyone challenges any part of this constitution, we will ask our President to make a decision.
   2. If the President’s decision is challenged, we will ask the member of College Staff nominated by the Board of Management for this purpose to make a ruling.
   3. If a member of our association is not satisfied with this decision they may appeal to the Board of Management, whose decision will be final.