



University of Southampton Students' Union

Constitution of:

University of Southampton English Society

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1. Adoption of the Constitution

This unincorporated association and its property shall be managed and administered in accordance with this Constitution.

2. Name

The association's name is, 'The University of Southampton English Society', commonly referred to as 'EngSoc', and hereinafter 'the Society'.

3. Objects

The objectives of the Society, 'the objects', are:

- (1) To provide welfare, athletic, social, cultural and recreational pursuits for students of the University studying, or with an interest in, literatures in English;
- (2) To develop corporate feeling among its Members;
- (3) To safeguard and further the social and general interests of its Members;
- (4) To provide a safe, welcoming and enjoyable community free from discrimination and prejudice in whose activities all may participate fully.

4. Membership

- (1) Membership is open to natural persons, and is not transferable to anyone else.
- (2) Membership is constituted in the following categories:
 - (a) Full, open only to Full Members of the Students' Union;
 - (b) Associate, open to Associate and Temporary Members of the Students' Union, and to those students of the University who have exercised their right not to be members of the Students' Union.
- (3) Only Full Members are entitled to be elected to the Committee, or to propose, discuss and vote at a General Meeting. These are the sole privileges afforded to the Full Members over any other category of Membership.
- (4) The Students' Union's Societies Officer and Vice President Student Engagement are *ex officio* Full Members.
- (5) The Society may charge a fee for admission to Membership, which may be set by a Meeting of the Committee.
- (6) The Committee must keep a register of names, University Student ID numbers, and contact details of the Members, hereinafter 'the register'. The Committee must ensure that the Students' Union is provided with an up-to-date copy of the register at all times.
- (7) The Committee may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
- (8) Membership is terminated if:
 - (a) The Member resigns by written notice to the Committee unless, after the resignation, there would be fewer than twenty-five Members.

- (b) Any sum due from the Member to the Society is not paid in full within six months of it falling due.
- (c) A Member ceases to be qualified for their category of Membership.
- (d) Membership is revoked by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 14, 'Disciplinary Action'.

5. General Meetings

- (1) The Members in General Meeting constitute the Society's highest decision-making body, subject to the provisions of this Constitution.
- (2) The Society must hold an Annual General Meeting ('AGM') within fifteen months of the date of the adoption of this Constitution, as specified in Clause 21, 'Declaration'.
- (3) An Annual General Meeting must be held in each academic year and not more than fifteen months may elapse between successive AGMs.
- (4) A General Meeting that is not an Annual General Meeting is called an Extraordinary General Meeting ('EGM').
- (5) The Committee may call an Extraordinary General Meeting at any time.
- (6) The Committee must call an Extraordinary General Meeting if requested to do so in writing by at least five Full Members of the Society.
 - (a) The Members' written request must state a complete agenda for the EGM.
 - (b) If the Committee do not hold an EGM within five days of their receipt of the Members' written request, the Members may proceed to hold an EGM in accordance with Clause 6, 'Proceedings of General Meetings'.

6. Proceedings of General Meetings

- (1) Notice:
 - (a) The minimum period of notice required to hold an Annual General Meeting is ten days. The minimum period of notice required to hold an Extraordinary General Meeting is three days.
 - (b) The notice must specify the date, time and place of the General Meeting, and an agenda for the General Meeting.
 - (c) If the General Meeting is to be an AGM, the notice must say so, and must invite nominations in accordance with Clause 9, 'Appointment of the Committee'.
 - (d) Notice must be given to all Members and to the Committee.

- (2) The Chair:
- (a) The Chair shall have appropriate and reasonable powers to ensure the smooth and constitutional running of all General Meetings. He or she must act fairly and impartially in the exercise of these powers.
 - (b) The Chair may step down at any point during the General Meeting. In this case, the Full Members present must elect another of their number to chair.
 - (c) General Meetings shall usually be chaired by the person who has been elected as President.
 - (d) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the General Meeting, the Full Members present must elect one of their number to chair.
- (3) Quorum:
- (a) A quorum is one tenth of the Full Membership.
 - (b) Quorum may only be ascertained as a Point of Order.
 - (c) If a quorum is not present within fifteen minutes from the time appointed for the General Meeting, the Chair shall decide the best course of action between continuing or adjourning.
 - (d) The proceedings of inquorate General Meetings may be ratified by the written approval of the Students' Union's Societies Officer.
- (4) Voting:
- (a) Every Full Member present at a General Meeting, with the exception of the Chair, shall be entitled to one deliberative vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
 - (b) Decisions may only be made by at least a simple majority of votes at a quorate General Meeting.
 - (c) All voting shall be by a show of hands or secret ballot, at the discretion of the Chair.
 - (d) There shall be no absentee voting.
- (5) Minutes:
- (a) Minutes must be taken of all proceedings at a General Meeting, including the decisions made and where appropriate the reasons for the decisions.
 - (b) Minutes of a General Meeting shall be made available to all Members within seven days.
- (6) Agenda:
- (a) The agenda for an Annual General Meeting shall usually be:
 - (i) Welcome from the Chair;
 - (ii) Apologies from absent members of the Committee;

- (iii) Ascertainment of quorum;
- (iv) Ratification of the minutes of the previous Annual General Meeting and any Extraordinary General Meetings since the AGM;
- (v) Presentation of a report of all disciplinary action taken by the Society since the previous AGM;
- (vi) Presentation of reports from members of the Committee;
- (vii) Resolutions;
- (viii) Election of the Committee;
- (ix) Closure;

Though this may be amended as a Point of Order, provided that no provision of this Constitution is breached by the amendment.

- (b) The agenda for an Extraordinary General Meeting is definitively set by:
 - (i) The Committee if the EGM is called under the provisions of sub-clause (5) of Clause 5, 'General Meetings'.
 - (ii) The Members' written request if the EGM is called under the provisions of sub-clause (6) of Clause 5, 'General Meetings'.

(7) Reports:

- (a) If the General Meeting is an AGM, the Chair may invite any of the Committee to offer a report of their activities whilst in office.
- (b) The Treasurer must present the Society's accounts to the Members at the AGM.

(8) Resolutions:

- (a) Any two Full Members may propose a resolution to be discussed and voted upon at a General Meeting.
- (b) At any point during a General Meeting, any two Full Members may verbally propose a resolution as a Point of Order, which must be discussed and voted upon as soon as it is proposed. Points of Order may only be proposed to the ends specified in this Constitution.
- (c) With the exception of resolutions proposed as Points of Order:
 - (i) Resolutions to be discussed and voted upon at an AGM may only be proposed in writing to the Committee at least five days prior to the General Meeting.
 - (i) Resolutions to be discussed and voted upon at an EGM may only be included in the agenda set in accordance with paragraph (b) in sub-clause (6) of this Clause.
- (d) Amendments to resolutions must be submitted in accordance with paragraphs (a) – (c) inclusive of this sub-clause.

7. **Officers and the Committee**

- (1) The Society and its property shall be administered and managed by an Executive Committee comprising the officers and other Members of the Society appointed in accordance with Clause 9, 'Appointment of the Committee'.
 - (a) The other Members of the Society appointed to the Executive Committee are called 'ordinary members of the Committee'.
 - (b) The officers and ordinary members of the Committee are hereinafter together called 'the Committee', or 'members of the Committee'.
- (2) The Society shall have the following officers:
 - (a) **President.** The President shall oversee the organisation and management of the Society and the Committee as a whole; ensure the officers' accountability to Members, the Committee, and the Students' Union; and represent the Society to all external interests.
 - (b) **Secretary.** The Secretary shall oversee the administration of the Society, take minutes at General Meetings and Meetings of the Committee, and maintain the register.
 - (c) **Treasurer.** The Treasurer shall oversee the financing of the Society, set the Society's budget, and maintain the accounts of the Society.
 - (d) **Events Secretary.** The Events Secretary shall provide social and cultural pursuits for the Society's Members on a large scale, such as Balls, sojourns, and theatre trips. He or she shall also support, and be supported by, the Social Secretary in the promotion and maintenance of the overall Society ethos.
 - (e) **Social Secretary.** The Social Secretary shall provide social and cultural pursuits for the Society's Members on a smaller scale, such as nights out. He or she shall also support, and be supported by, the Events Secretary in the promotion and maintenance of the overall Society ethos.
 - (f) **Welfare Officer.** The Welfare Officer shall provide welfare pursuits for the Society's Members, and offer academic advice in conjunction with the course representatives of the Students' Union.
 - (g) **Publicity Officer.** The Publicity Officer shall communicate the Society's activities to Members and the Students' Union, and lead on the organisation of the Society's democratic processes.
 - (h) **Sports Secretary.** The Sports Secretary shall provide athletic pursuits for the Society's Members, including the organisation of the intra-mural sports teams and their training.
- (3) No one may be appointed a member of the Committee if he or she has been disqualified from becoming a member of the Committee under the provisions of Clause 14, 'Disciplinary Action'.

- (4) The number of the Committee must not be less than three, though is not subject to any maximum. There must always be:
 - (a) A President;
 - (b) A Secretary;
 - (c) A Treasurer.
- (5) There shall usually be two ordinary members of the Committee, though this number may be increased by a resolution of the Members in General Meeting.
 - (a) In order to develop corporate feeling amongst Members of all years of study, the ordinary members of the Committee shall usually include one postgraduate student and one undergraduate student in their first year of study.
- (6) An officer or ordinary member of the Committee shall cease to hold office if he or she:
 - (a) Ceases to be a Full Member of the Society.
 - (b) Resigns by notice to the Society, but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect.
 - (c) Is removed from office by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 14, 'Disciplinary Action'.

8. Meetings of the Committee

- (1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this Clause.
- (2) Any member of the Committee may request the Secretary to call a Meeting of the Committee.
- (3) The Secretary must call a Meeting of the Committee if requested to do so by a member of the Committee.
- (4) Meetings of the Committee shall usually be chaired by the person who has been elected as President.
- (5) The quorum for a Meeting of the Committee shall be three members of the Committee.
- (6) No decision may be made by a Meeting of the Committee unless a quorum is present at the time the decision is made.
- (7) A member of the Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Committee is not entitled to vote.
- (8) Every member of the Committee, with the exception of the Chair, shall be entitled to one deliberative vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.

- (9) Decisions may only be made by at least a simple majority of votes at a quorate Meeting of the Committee.
- (10) There shall be no absentee voting.
- (11) Minutes must be taken of all proceedings at a Meeting of the Committee, including the decisions made.

9. Appointment of the Committee

- (1) The Full Members of the Society in General Meeting shall appoint the officers and ordinary members of the Committee by election.
 - (a) Elections for the Committee shall be held at an Annual General Meeting. By-elections for vacant offices shall be held at an Extraordinary General Meeting.
 - (b) A First-Past-The-Post system shall be used for all elections.
 - (c) In all elections Re-Open Nominations, 'RON', shall be a candidate. An election yielding a result of RON shall be re-run as a by-election.
- (2) No-one may be elected to the Committee at a General Meeting unless the Committee receives a written nomination that:
 - (a) Is signed by a Full Member;
 - (b) States that Full Member's intention to propose the appointment of another Full Member to the Committee;
 - (c) Is signed by the person who is to be proposed to show his or her willingness to be elected;
 - (d) Is received by the Committee at least five days prior to the General Meeting.
- (3) No nomination may be refused by the Committee, unless it fails to meet the criteria outlined in paragraphs (a) – (d) inclusive in sub-clause (2) of this Clause.
- (4) The count for elections shall be conducted privately by the Chair of the General Meeting, who must do so accurately. Should the Members in General Meeting be dissatisfied with the accuracy of the count, they may resolve as a Point of Order to have the election re-counted or, if they remain dissatisfied, re-run as a by-election.
- (5)
 - (a) A member of the Committee shall assume office with effect from the conclusion of the General Meeting of his or her appointment.
 - (b) A member of the Committee shall retire with effect from the conclusion of the AGM next after his or her appointment, but shall be eligible for re-election at that AGM.
- (6) The Committee must inform the Students' Union's Societies Officer of the result of an election within seven days.

- (7) A retiring member of the Committee must transfer all relevant information and documentation to his or her newly-elected counterpart, or to the President, within fourteen days.

10. Delegation

- (1) A Meeting of the Committee may delegate any of the powers or functions of the Committee to a Sub-Committee of two or more members of the Committee.
- (2) The Committee may impose conditions when delegating, including the conditions that:
 - (a) The relevant powers are to be exercised exclusively by the Sub-Committee to whom they delegate;
 - (b) No expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Committee.
- (3) All acts of Sub-Committees must be fully reported to the next Meeting of the Committee.
- (4) Sub-Committees may regulate their proceedings as they think fit, subject to any procedural conditions imposed by the Committee in accordance with sub-clause (2) of this Clause.
- (5) A Meeting of the Committee may resolve to revoke or alter the conditions of a delegation.

11. Financial Management

- (1) The Committee are jointly liable for the proper management of the Society's finances.
- (2) The income and property of the Society must be applied solely towards the promotion of the objects.
- (3) The members of the Committee are entitled to be reimbursed from the property of the Society or may pay out of such property only for reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- (4) The accounts of the Society, as maintained by the Treasurer, must be made available to the Students' Union upon request.

12. Irregularities and Saving Provisions

- (1) Subject to sub-clause (2) of this Clause, all acts done by a Meeting of the Committee, or a Sub-Committee of the Committee, shall be valid notwithstanding the participation in any vote of a member of the Committee:
 - (a) Who was disqualified from holding office;
 - (b) Who had previously retired or who had been obliged by this Constitution to vacate office;

- (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If, without both:

- (d) The vote of that member of the Committee;
- (e) That member of the Committee being counted in the quorum;

The decision has been made by a simple majority of the members of the Committee at a quorate Meeting.

- (2) Sub-clause (1) of this Clause does not permit a member of the Committee to keep any benefit that may be conferred upon him or her by a resolution of the Committee or of any Sub-Committee if the resolution would otherwise have been void, or if the Committee has not complied with Clause 13, 'Conflicts of Interests and Conflicts of Loyalties'.
- (3) The Members in General Meeting may only invalidate, as a Point of Order, a resolution or act of:
 - (a) The Committee;
 - (b) Any Sub-Committee;
 - (c) The Members in General Meeting;

If it may be demonstrated that a procedural defect in the same has materially prejudiced a Member of the Society.

13. Conflicts of Interests and Conflicts of Loyalties

- (1) A member of the Committee must:
 - (a) Declare the nature and extent of any interest, direct or indirect, which he or she has in any decisions of a Meeting of the Committee or in any transaction or arrangement entered into by the Society which has not been previously declared;
 - (b) Absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest, including but not limited to any personal financial interest.
- (2) Any member of the Committee absenting himself or herself from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

14. Disciplinary Action

- (1) Disciplinary action may be taken against any Member of the Society as a consequence of conduct:
 - (a) Detrimental to the reputation of the Society or the Students' Union.
 - (b) Opposed to the objects of the Society or the Students' Union.

- (c) In contravention of any provision of this Constitution.
- (2) Disciplinary action that may be taken against any Member may be, but is not limited to:
 - (a) Issue of a formal written warning.
 - (b) Partial or total ban from certain Society activities.
 - (c) Disqualification from becoming a member of the Committee.
 - (d) Removal of a member of the Committee from office.
 - (e) Temporary or permanent revocation of Membership.
 - (f) Referral of the complaint to the Students' Union's Disciplinary Committee.
- (3) It is the right of the subject of the complaint to choose to have the disciplinary matter heard by either the Members in General Meeting, or a Meeting of the Committee. Either shall have the power to take disciplinary action, including but not limited to those measures set out in paragraphs (a) – (g) inclusive in sub-clause (2) of this Clause.
- (4) Any disciplinary hearing must be conducted in an impartial, balanced, and fair manner, considering all representations on the matter.
- (5) All disciplinary action must be subject to prior discussion with the Students' Union's Societies Officer.
- (6) Members subject to disciplinary action have the right of appeal to the Students' Union's Societies Committee.
- (7) A full report of all disciplinary action taken by the Society in the previous year must be presented at the AGM.

15. Affiliation to External Organisations

- (1) The Society may only become an affiliate of an external organisation if:
 - (a) The aims of that organisation are in line with those of the Society;
 - (b) The Members derive a direct benefit from the affiliation;
 - (c) No Policy of the Students' Union is breached by the affiliation;
 - (d) A resolution to affiliate is passed by the Members in General Meeting.
- (2) The Society's affiliation to an external organisation shall immediately lapse:
 - (a) At the conclusion of each Annual General Meeting after affiliation, unless the Members in General Meeting resolve to re-affiliate at each AGM in accordance with sub-clause (1) of this Clause.
 - (b) If a resolution to disaffiliate is passed by the Members in General Meeting.
- (3) All external affiliations and disaffiliations must be reported to the Students' Union's Societies Committee within seven days.

- (4) For the avoidance of doubt, the Students' Union is not an external organisation for the purposes of this Clause.

16. Amendment to the Constitution

- (1) The Society may amend any provision contained in this Constitution provided that:
- (a) Amendments do not:
 - (i) Alter the objects in such a way that undermines or works against the previous objects of the Society;
 - (ii) Retrospectively invalidate any prior act of the Members in General Meeting or a Meeting of the Committee;
 - (b) A resolution to amend a provision of this Constitution is passed by at least a two-thirds majority of the Full Members present at a General Meeting;
 - (c) A copy of the resolution amending this Constitution is sent to the Students' Union within seven days of it being passed;
 - (d) The resolution is ratified by the Students' Union's Societies Committee.
- (2) The interpretation of this Constitution shall be with the Committee, except that during a General Meeting or a Meeting of the Committee the Chair shall have this responsibility. The Members in General Meeting may resolve to revise any interpretation made by the Committee or a Chair as a Point of Order.
- (3) The provisions of this Constitution shall be subordinate to those of the Articles, Rules, By-Laws and Policies of the Students' Union.
- (4) The Committee and the Students' Union shall retain a copy of this Constitution, which the Committee must make available to Members upon request.

17. Dissolution

- (1) If the Members resolve to dissolve the Society, the Committee will remain in office and be responsible for winding up the affairs of the Society in accordance with this Clause.
- (2) A resolution to dissolve the Society must be passed by at least a two-thirds majority of the Full Members present at a General Meeting;
- (3) The Committee must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- (4) The Committee must apply any remaining property or money:
- (a) Directly for the objects;
 - (b) By transfer to any Society or Societies for purposes the same as or similar to the Society;

- (c) In such other manner as the Students' Union's Societies Committee may approve in writing in advance.
- (5) The Members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Committee are to apply the remaining property or assets of the Society. The Committee must comply with such a resolution if it is consistent with the provisions of this Clause.
- (6) In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society.
- (7) The Committee must ensure the register and all other data held by the Society are securely destroyed upon the dissolution of the Society.
- (8) The Committee must notify the Students' Union within seven days that the Society has been dissolved. If the Committee are obliged to send the Society's accounts to the Students' Union for the accounting period which ended before its dissolution, they must send the Students' Union the Society's final accounts.

18. Interpretation

In this Constitution:

- (1) 'The University' means 'The University of Southampton'.
 - (a) 'University term' and 'academic year' have the definitions set out in the University Calendar and Almanac.
- (2) 'Connected person' means:
 - (a) A child, parent, grandchild, grandparent, brother or sister of a member of the Committee;
 - (b) The spouse, civil partner, or partner of a member of the Committee or of any person falling within paragraph (a) above;
 - (c) A person carrying on business in partnership with a member of the Committee or with any person falling within paragraphs (a) or (b) above;
 - (d) An institution or body corporate in which a member of the Committee or any connected person falling within paragraphs (a) – (c) inclusive above has a material interest.
- (3) 'Financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- (4) 'The Students' Union' means 'The University of Southampton Students' Union'.
 - (a) 'Articles', or 'Articles of the Students' Union' mean the Students' Union's Articles of Association. 'Rules' and 'Policies' have the definitions set out in the Articles. 'By-Laws' has the definition set out in the Rules.
 - (b) 'Vice President Student Engagement', 'Societies Officer', 'Disciplinary Committee', and 'Societies Committee' have the definitions set out in the Rules.

19. Acknowledgement

Provisions of this Constitution are based on the Charity Commission’s publication, ‘Charitable Associations: Model Constitution (March 2012)’, which is © Crown Copyright 2009.

20. First Schedule

The First Schedule to this Constitution has effect.

21. Declaration

The Members of the Society in General Meeting Adopted this Constitution:

Date

President

Secretary

The Students’ Union Approved this Constitution:

Date

Societies Officer



**University of Southampton Students' Union
Constitution of:**

University of Southampton English Society

First Schedule

As of Monday 1st July 2013 the following transitory provisions are enacted:

- (1) The titles of officers and bodies of the Students' Union present throughout this Constitution are amended:
 - (a) From 'Vice President Student Engagement' to 'Vice President Democracy and Creative Industries';
 - (b) From 'Societies Officer' to 'Student Groups Officer';
 - (c) From 'Societies Committee' to 'Student Groups Committee'.
- (2)
 - (a) Clause 20, 'First Schedule', is repealed, and subsequent Clauses re-numbered.
 - (b) This First Schedule to the Constitution is hereby repealed.