



## **Constitutional Review**

The students' union's governing document is called the 'Articles of Association' or more commonly known as 'the Constitution.' The Constitution is a legal document which outlines the SU's legal form (a Charitable Company Limited by Guarantee), and key information such as who our members are, and what we are allowed to do (our 'Objects' and 'Powers'). It also outlines how we will be governed, the powers of the Trustee Board and the delegations of responsibility for the day-to-day management of the organisation to staff.

Our current Constitution was created in 2010 when we were first registered with the charity commission. We are required by the Education Act 1994 to review our Constitution every 5 years, with oversight and agreement from the University's governing body (Council). As part of these reviews, our Student Members (you) must be consulted on any proposed changes. There have been quinquennial reviews every 5 years which have kept the Constitution up to date with legal requirements.

In accordance with current Article 5, any changes to the Constitution must be consulted on with Student Members, approved by our Company Law members (the Trustees and the University), checked by the SU and University lawyers, approved by the University Council and then finally approved by the Charity Commission and Companies House as our governing document.

## **Consultation Process**

In November 2024 we published a consultation version of the Articles and held an indicative Student Member vote. We are now in a position to ask Student Members to formally approve the proposed Articles.

On 24 February 2025, the SU has formally published the proposed changes to the Articles, and all students are invited to submit amendments [using this online form](#) which will be open until midnight on Sunday the 9<sup>th</sup> of March.

An all Student Member meeting will take place on Tuesday 11<sup>th</sup> of March starting at 5:30pm both in person at 4 Worcester Street, Oxford, OX1 2BX. Students can register for the event [here](#), which will also give access to an online meeting link. However, please use your Oxford email address to access the meeting online.

The purpose of this meeting will be to formally approve the Articles of Association by Student Members. Members are asked to note that there may be minor amendments by the Trustee Board or the University as part of the formal approval process which is due to end at University Council on 14 July 2025.



## What's Changing?

In 2024, NUS and Bates Wells (legal firm) released a new version of the model constitution for use by students' unions and we have conducted this quinquennial review in line with those model documents. Whilst the legal elements of the Constitution will remain unchanged, there are some quite substantive changes to the structure of the document, the main one being the introduction of a 'Student Voice' section, which provides greater clarity on the relationship between democratic processes and the duties of the Trustee Board.

The Student Voice section will link directly to the new Bye-Laws which are themselves being consulted on separately. The bye-laws outline how the SU will deliver the requirements outlined within the constitution and crucially how it engages democratically with student members. In the first instance, the Trustee Board will be asked to approve a set of interim bye-laws before the end of Hilary 2025.

Following this, amendments to the bye-laws can be made through the Students' Union democratic structures by students, with the approval of the Trustee Board and in some cases, the University. Whilst any changes still require approval, moving the 'student voice' elements into the bye-laws and out of the Constitution provides more flexibility and control for our Student Members over those elements and provides greater clarity between decisions relating to organisational governance, and democratic decision-making.

## Board Constitution

Reflected in this document is the move from 6 Sabbatical Officer trustees to 4; along with this, there comes a further change in the constitution of the Board. Some useful things to bear in mind here are:

- The Charity Commission guidance is clear that trustee boards should not normally exceed 12 members
- Of those 12 members, less than 50% should be paid members of staff (sabbatical officer trustees are paid members of staff)

We are proposing to retain the requirement for Student Trustees to be elected by cross-campus ballot, as well as the normal process for Sabbatical Officer Trustees which is outlined in the Education Act 1994. The proposal is that the Board should always seek to maintain an elected student majority. Additionally, we have increased the Student Trustee terms and the possible Sabbatical Officer Trustee term, to allow for stronger governance and to support succession planning on the Board.

External Trustees will be appointed by normal recruitment best practice. External trustees are appointed based on the specific skillset required by the Board at the time; normally this would include people with legal, governance or finance backgrounds. There shall normally only be 4 external trustees.

The Trustees are also the Company Law members of the organisation. The University is a 13th Company Law member, but is only allowed to exercise this power in specific circumstances.